

# **Corporate Governance**

## **Board Charter**

### **Women's Health in the South East (WHISE) Incorporated A0026387C**

#### Schedule of Approval and Amendment

Policy Owner:	Board of WHISE
Approved By: :	Board of WHISE
Approval Date:	19 April 2022
Delegated Officer:	Chair of the Board
Contact Officer	CEO
Date of next Major Review	23 May 2023

**Women's Health in the South East**

ABN 90 641 895 966

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# 1 SCOPE

## 1.1 Scope and Purpose of Charter

This charter is a policy document that defines the rules, responsibilities and authorities of the Board in setting the direction, management and control of Women's Health in the South East (WHISE). The approach to corporate governance is based on a set of rules and behaviours that underpin day-to-day activities, provide transparency and protect the interests of all stakeholders.

The charter provides the guiding principles for the development and implementation of the organisation's strategic and business plans. It is consistent with and should be read in conjunction with the WHISE Statement of Purpose in its Constitution. In the event of any conflict between the documents, the WHISE Statement Purpose takes precedence.

# 2 BACKGROUND

## 2.1 Statement of Purpose, Role and Rules

The WHISE Statement of Objects and Rules in the Constitution established WHISE as an incorporated body under the Victorian Government's Associations Incorporation Reform Act 2012. The constitution (section 2) holds that WHISE has the following purpose and philosophy:

- a. *Maintain a regional women's health service that is community-based and run by women for women in the Department of Health and Human Services Victoria Southern Metropolitan Region as amended from time to time.*
- b. *Ensure that the resources of the Association are used for the inclusion of all women, the Association will offer assistance to those in disadvantaged and necessitous circumstances through the most appropriate means.*
- c. *Provide information and knowledge that will assist women to have control over their bodies and the power to make informed choices.*
- d. *Promote the health of women through consultancy and training to women's health groups, professional health workers and other appropriate individuals and groups.*
- e. *Research and collect information about the needs of women in the community; in particular the health needs of women in the South East and to promote public awareness of those needs and initiate public debate.*
- f. *Work to improve women's health and wellbeing through participation, collaboration and partnerships with women, the community, women's services and other organisations.*
- g. *Advocate for and effect improvements in the policy and service levels of health organisations in regard to women's health.*
- h. *Recognise and support principles of self help.*
- i. *Develop ways of working which are accessible, non-judgmental, give dignity and respect and give women's perspective the highest priority.*
- j. *Assist women in the South East Region to explore and develop a wide range of alternatives and options in addition to the medical model as means of achieving health and wellbeing.*
- k. *Provide a management of the Association which encourages a collective approach and full participation of all women in the decision making process.*

- l. Advocate and support other individuals and organisations in the development and implementation of affirmative action policies and programs to redress disadvantages faced by women.*
- m. Engage in any activity consistent with these purposes and which concerns women's health.*
- n. Engage in charitable and/or benevolent activities consistent with these purposes.*
- o. Through the application of a health promotion framework incorporating the social model of health, prevent illness, disease and injury and promote independence, health & wellbeing using a variety of interventions.*
- p. Empower women and communities, through the use of information and educational resources, to act on health matters.*

Women's Health in the South East will conduct such activities as are incidental to the promotion of the aforesaid purposes

## 2.2 Vision, Purpose and Role

Our vision is to see that all women in our region are safe, healthy and thriving.

WHISE proudly works in the south east region of Melbourne to create equity by learning, educating and advocating for all women. We create positive and productive relationships based on understanding and evidence with leaders, individuals, communities and organisations in our region.

## 2.3 Our impact and goals

The Association works from a feminist foundation to achieve a vision where "All women in our region are safe, healthy and thriving". Our work is measured by our ability to achieve impact the following:

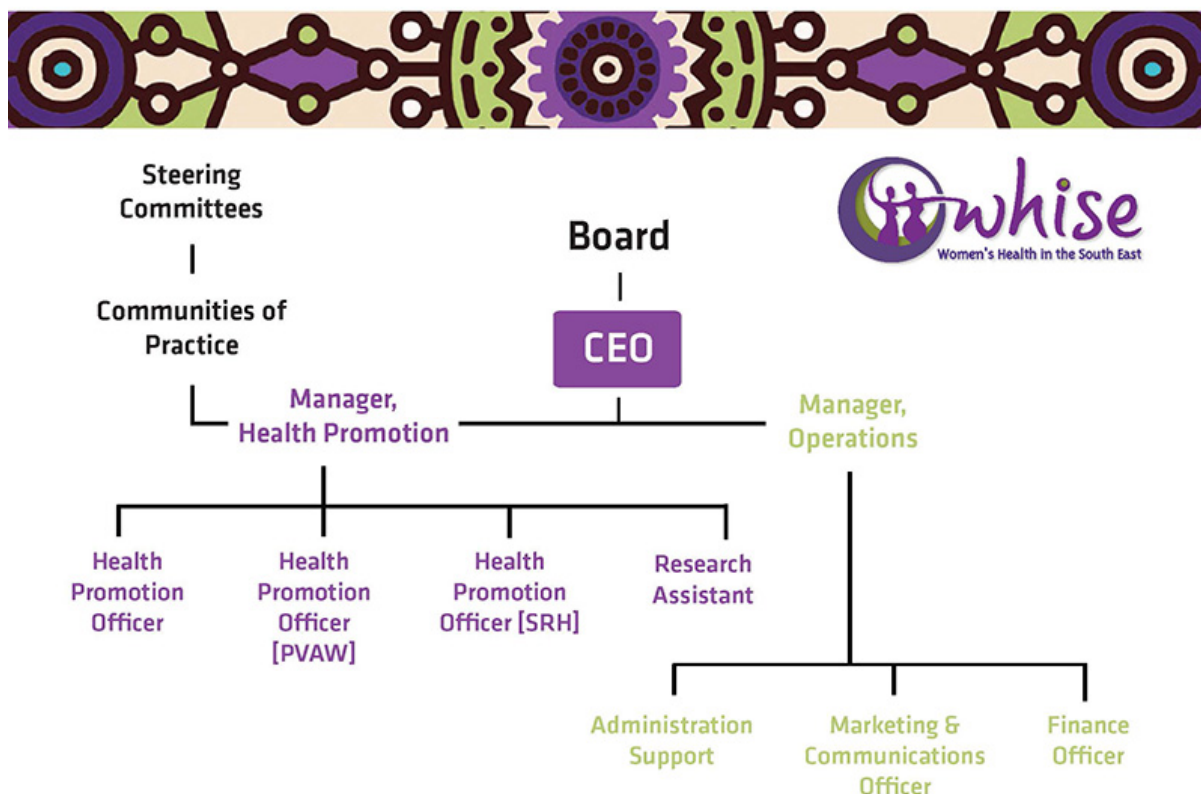
- Women and girls live free from gender-based violence through primary prevention
- Partners and stakeholders are empowered to implement gender equality
- Ensure that all women in our region are provided access and choice around sexual and reproductive health
- The capacity and capability of the regional prevention workforce is built

Our strategic goals are to:

- Create impact by ensuring our different programs delivery outcomes
- Expand our reach and influence through research, advocacy and collaboration
- Build credibility so that WHISE is known for its authentic leadership and innovative approach to primary prevention in women's health

### 3 GOVERNANCE ROLES

#### Organisational Structure



#### 3.1 Role of the Board

The Constitution of WHISE, establishes a Board to control and manage the affairs of the Association. Subject to the provisions of the Act and of the Statement of Purpose, the Board has the power to perform all such acts and things as appear to the Board to be essential for the proper governance of the business and affairs of WHISE. In this regard the Board may exercise all such powers and functions, other than those powers and functions that are required by the Constitution to be exercised by the Board in General Meetings.

The Board is responsible for attaining the purpose and goals of the organisation, and to guide and support the organisation to deliver on its strategic initiatives, through strong governance and agile decision making.

To succeed in its role, the Board needs to operate effectively by:

- a) Meeting on a regular basis and working together constructively.
- b) Having the right formal structures and delegations to support agile and considered decision making.
- c) Having the required mix of skills and experience at Board and Committee level.
- d) Regularly reviewing Board and Committee performance.
- e) Ongoing Board development.
- f) Considering succession planning at Board and Committee level.
- g) Meeting the challenges of the WHISE Strategic Plan.

The Board is accountable to its key stakeholders (eg Victorian Government, Local Government, members, partners) for the performance of the organisation. This is articulated in the WHISE Stakeholder Engagement Policy.

In performing its role, the Board aspires to best practice governance standards and endorses the Australian Institute of Company Directors *Good Governance Principles and Guidance for Not for Profit Organisations*.

The key responsibilities of the Board are as follows:

- a) Approve any change to the WHISE Vision, Purpose and Role.
- b) Approve any recommendation to the Members regarding changes to the Statement of Objects and Rules.
- c) Set the strategic direction and approve significant strategic initiatives.
- d) Select, appoint and approve the term of appointment of the CEO.
- e) Approve key performance indicators relevant to the remuneration of the CEO and evaluate the performance of the CEO in light of these indicators.
- f) Approve succession plans for the CEO and review succession plans for the Executive Committee
- g) Provide guidance and support to the CEO where required in relation to the implementation of the strategic direction.
- h) Approve the annual budget, key performance indicators and financial statements and monitor performance against targets and budgets.
- i) Approve financial and non-financial delegations of authority to the CEO and management.
- j) Demonstrate and promote a culture and behaviours that are ethical and are matched to the Purpose and Vision.
- k) Approve the Annual Report including audited financials.
- l) Ensure that key risks faced by WHISE have been identified and assessed, and that WHISE has processes in place for managing risk.
- m) Ensure that risk management processes are regularly reviewed in accordance with regulatory requirements.
- n) Provide oversight and monitoring of work health and safety (WHS) issues and any other matters prescribed by law.

## 3.2 Board Structure

### 3.2.1 Size

The Board will consist of no less than five (5) and no more than twelve (12) members:

The board is a skills-based board where Directors operate as individuals not as representatives of an organisation.

Directors need to be members of WHISE.

The Office-Bearers comprise of Chairperson, Deputy Chairperson, and Treasurer. The CEO acts as Secretary.

The term of office for members of the Board shall be three (3) years with a maximum of three (3) terms before the Board member retires and one (1) year in between before re nomination.



### 3.2.2 Composition

In appointing persons to the Board, there will be regard for an appropriate mix of skills, knowledge, experience and personal behaviours that will best assist the organisation achieve its goals. All Board Members should have a practical understanding of financial statements and related documentation. WHISE has a commitment to supporting women in leadership and has an all female Board. Accordingly WHISE has an exemption from the EEO act in concordance with its mission and purpose.

Specific skills that will be sought for Board members include:

- a. Governance & Board Experience;
- b. Commitment to be a Director;
- c. Financial Acumen;
- d. Risk Management;
- e. Strategic Planning;
- f. Knowledge of Constitution of NFP;
- g. Gender Equity;
- h. Human Resources;
- i. Working knowledge of not for profit organisations;
- j. Legal & Regulatory.

Regard will also be had to the diversity of Board members with the aim to achieve a mix of genders, ethnic backgrounds, age etc.

### 3.2.3 Term of Appointment

The Constitution details the requirements for:

- a. Conduct of Ballot for Election of the Board (Constitution Section 6.7)
- b. Casual Vacancy (Constitution Section 6.6)
- c. Term of appointment (Constitution Section 6.3.3)
- d. Election of Officers (Constitution Section 6.4)

## 3.3 Expectations of Board members

### 3.3.1 Code of Conduct

The Board is responsible for approving WHISE's Board Member Code of Conduct and for reviewing it on an annual basis. Attachment A Declaration

Board members are required to comply with the WHISE Board Member Code of Conduct which is as follows -

*"As Chair of Women's Health in the South East, I undertake to:*

- a. *Delegate to the CEO to act as a spokesperson for the Board when requested by the Chair*
- b. *Authorise the CEO to sign letters or documents on behalf of the organisation as required"*

*"As a Board Member of Women's Health in the South East, I undertake to:*

- a. *Act with fidelity, honesty and openness, in good faith and to the best of my personal ability in the interests of Women's Health in the South East.*

- b. *Work in a way that reflects the cultural values of Women’s Health in the South East*
- c. *Be independent in judgement and actions and take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board.*
- d. *Work in partnership with the Chair, other Board members and the Chief Executive Officer.*
- e. *Exercise good judgement about what is, and what is not sensitive in making disclosures about the Board and/or the organisation’s business outside of Board meetings.*
- f. *Act bona fide in the best interests of the Board, and not in my own or another organisation’s interest or to pursue personal agendas.*
- g. *Ensure regular attendance at, and active participation in Board meetings.*
- h. *Be accountable to the members, funders and service users, for the decisions and actions of the Board and be open to public scrutiny.*
- i. *Actively support and participate in the organisation’s income development initiatives and ensure that all requirements of funding agreements are met.*
- j. *Ensure that membership and community support of Women’s Health in the South East is maintained and enhanced*
- k. *Balance stakeholders’ interests by standing back from the day-to-day operations of the organisation, and to take a dispassionate view on critical issues related to the mission of Women’s Health in the South East, its objectives, the allocation of resources, financial security and performance.*
- l. *As a courtesy, access any detailed information about the operation of Women’s Health in the South East in the first instance, through the office of the Chief Executive Officer.*
- m. *Make full disclosure of a conflict of interest (or potential conflict of interest), ensuring that conflicting interests or personal advantage do not override the interests of the organisation.*
- n. *Exercise diligence, care and skill in the performance of my duties.*
- o. *As I am able to, be a member of and/or Chair of a sub-committee/working party as required.*
- p. *Be aware of and be bound by the Constitution of Women’s Health in the South East, the Code of Conduct for Board Members, the Contract of Confidentiality and the Associations Incorporation Reform Act 2012 (Vic).*
- q. *Agree that all confidential information received by me in the course of the exercise of Board member duties remains the property of Women’s Health in the South East, and it is improper to disclose it, or allow it to be disclosed unless that disclosure has been authorised by the Organisation, or the person from whom the information is provided, or is required by law.*
- r. *Comply with the spirit, as well as the letter of the law and with the principles of this Code.*
- s. *Not engage in conduct likely to bring discredit upon Women’s Health in the South East.*

In addition, in accordance with legal requirements, community standards and ethical standards, the Board members will:

- t. Owe a fiduciary duty to the organisation as a whole.
- u. Act at all times in the best interests of and for the benefit of WHISE.
- v. Use the powers of Board member for proper purpose.
- w. Discharge their duties honestly and in good faith.
- x. Act with the level of skill, care and diligence expected of a Board member.
- y. Demonstrate commercial reasonableness in their decisions.
- z. Not take improper advantage of the position of Board member.
- aa. Not allow personal interests, or the interest of any associated person, to conflict with the interests of WHISE.
- bb. Make reasonable enquiries to ensure WHISE is operating efficiently, effectively and legally towards achieving its aims.
- cc. Undertake diligent analysis of all proposals placed before the Board.
- dd. Not engage in misconduct likely to bring discredit to WHISE.
- ee. Give of their specific expertise generously to WHISE.
- ff. Comply with the spirit, as well as the letter, of the law and with the principles of this charter.

### 3.3.2 Behaviour of Board members

A Board member shall, in good faith, behave in a manner that is consistent with generally accepted procedures for the conduct of meetings at all meetings of the Board. This will include, but not be limited to:

- a. Acting in a business-like manner.
- b. Acting in accordance with the Constitution.
- c. Addressing issues in a confident and firm, yet friendly manner.
- d. Using judgement, common sense and tact when discussing issues.
- e. Ensuring that others are given a reasonable opportunity to put forward their views (i.e. refraining from interruption or interjection when another Director or person is speaking).
- f. Being sensitive in interpreting any request or indication from the Chair that aims to ensure the orderly and good-spirited conduct of the meeting.

Board members are expected to be forthright in Board meetings and have a duty to question or request information, raise any issue, fully canvas all aspects of any issue confronting the organisation and express or cast their vote on any resolution according to their own discretion.

Outside Board meetings, however, Board members will support the letter and spirit of Board decisions in discussions with Government, sponsors, clients, suppliers, employees, volunteers and other parties.

Board members will keep confidential all Board discussions and deliberations. Similarly, all confidential information received by a Board Member during the exercise of the Board's duties remains the property of WHISE. It is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the person from whom the information is provided or is required by law.

### 3.3.3 Conflict of Interest and Related Party Transactions.

In keeping with its Code of Practice, the Board places great importance on making clear any existing or potential conflicts of interest for its Members. All such conflicts of interest will be declared by the Board Member concerned and officially documented.

It is a requirement of the WHISE Constitution that steps are taken to minimise conflicts of interest.

On appointment, a Board Member is required to sign a 'Conflict of Interest' statement attesting to any actual or perceived conflicts of interest and an obligation to advise the Board should any arise. Attachment 2 Conflict of Interest

A standing item on each Board meeting agenda is a Declaration of Interest as follows:

*"Board members should declare any interests which may be considered to cause any conflicts over any of the following agenda items."*

Board members will indicate to the Board through the Chair any potential conflict of interest situation as soon as it arises.

If a Board member cannot, or is unwilling to, remove a conflict of interest as required then the Board member must not participate in the decision making to which the conflict relates. This exclusion will be Minuted. Depending upon the extent of the conflict, Board members may determine that the conflicted Board member may participate in any discussion preceding the decision making.

## 3.4 Role of the Chair

The Chair serves as the primary interface between the Board and the CEO, presides at Board meetings and annual general meetings and leads the recruitment of new Board Members via the People and Culture Committee. The Chair also provides leadership to enhance the effectiveness of the Board, has a productive working relationship with the CEO, has the skills to ensure the Board works as a cohesive team, is an effective 'conductor' of Board meetings and has a good understanding of the organisation's goals and operational challenges. (Constitution Section 6.5.2 refers).

## 3.5 Role of the Deputy Chair

The Deputy Chair deputises for the Chair and their roles/duties if the Chair is unavailable and/or requests that the Deputy Chairperson deputise for them. The Board may use the role of Deputy Chair to assist the Board's succession planning for the role of Chair. (Constitution Section 6.5.3 refers).

## 3.6 Role of the Treasurer

The Treasurer must ensure that WHISE provides for proper financial management in regard to the collection and receiving of all monies due and to payments authorised by WHISE, and the keeping of accounts and books showing the financial affairs of WHISE with full details connected with the activities of WHISE (Constitution Section 6.5.4 refers) and oversee the preparation of the Annual Budget, review of the Delegation Schedule and the provision of a comprehensive report to the Board at each meeting.

### 3.7 Role of CEO

The CEO is responsible for the ongoing day to day management of WHISE in accordance with the strategies, directions, policies and procedures approved by the Board. The CEO's responsibilities are detailed in the CEO Job Description. The CEO may exercise the powers and authorities that have been delegated by the Board.

Whereas the Board sets governance-level policies and establishes the strategic direction, rules and organisation wide goals and objectives, the CEO designs and manages the processes that ensure that these are honoured or met. The Board is responsible for determining the 'What' and the 'Why' and the CEO is responsible for determining the 'How'.

### 3.8 Communication to the Public

Women's Health in the South East's reputation is based heavily on the announcements, reports, statements, policy positions and commentary provided to key stakeholders, media and others in the community. It is essential to ensure clarity around what information is released, and by who and that any and all information is released according to this Charter and supporting protocols.

All media contact (both proactive and reactive) is dealt with by the CEO or the Chair, unless otherwise determined by the CEO or the Chair. Prior to speaking publicly at forums on Women's Health in the South East related matters, Board Members must check with the Chair and CEO to confirm the appropriateness of both the forum and their intended message.

If Board Members have incidental discussions with any politicians or other key people in the community on Women's Health in the South East related matters, they must report back to the CEO as soon as possible. Any external communication sent by Board Members must be approved by the CEO and Chair prior to being sent.

## 4 BOARD PROCESSES

### 4.1 Board Meetings

The Board recognises that the time committed by its Directors to WHISE matters is very valuable.

The Board is therefore committed to the achievement of effective and efficient meetings, which provide the direction for the operations of WHISE to continue and flourish.

Board meetings will be conducted in accordance with the provisions of the Rules. The Board meeting is the main opportunity for Board members to:

- a. Obtain and exchange information with the CEO
- b. Obtain and exchange information with each other, and
- c. Make decisions.

#### 4.1.1 Meeting Frequency, Time and Location

The Board will meet at least 6 times a year (Constitution Section 6.8.1 refers).

It is envisaged that half of these meetings will be physical meetings of the Board, and the remainder can be conducted by teleconference. It is also possible for meetings to be convened electronically by agreement.

An annual schedule of upcoming Board and committee meetings should be approved before the end of the calendar year and amended as necessary at subsequent Board meetings.

Special Board meetings can be convened by the Chairperson, the Deputy Chairperson or by the person nominated by the Chair, in the Chair's absence.

As per section 6.8.1 special meetings of the Board may be convened by the Chairperson or any four members of the Board with seven days' notice.

#### 4.1.2 Attendance

Attendees at Board meetings will comprise all Board Members, the CEO and secretariat support. In addition, staff and other parties as required may be scheduled to give presentations or be invited to participate in relevant agenda items.

The CEO and/or staff may be requested to leave Board meetings at any stage at the request of the Board – and will be minuted as an *in camera* sessions and will be reported as such in minutes.

Board Members are expected to advise the Chair prior to a meeting if they are unable to attend.

#### 4.1.3 Quorum

For a decision of the Board to be valid a quorum of Board members must be present. A quorum of the Board is one half (50%) of the total Board, but no less than five members (5)

The quorum for a committee meeting is more than one-half of the committee.

#### 4.1.4 Emergency Decision Making

Where an urgent matter requiring a decision cannot wait until the next Board meeting, the matter can be dealt with electronically out-of-session. The resulting decisions from out-of-session meetings are to be recorded in the Minutes of the next Board meeting. A quorum must participate for such decisions to be valid.

#### 4.1.5 In Camera Meetings

Decisions made during in camera meetings and, where appropriate, the factors considered in determining to hold the meeting in camera, should be recorded in a separate set of notes. The Chair of the meeting is responsible for ensuring that decisions, important factors and action items arising are noted appropriately.

Notes of outcomes from discussion will be undertaken by the Chair or her delegate and forwarded to the CEO for attachment to the meeting papers for approval at the next Board meeting.

An In camera session will be offered to Directors when internal and / or external auditors attend the Board and Finance and Audit Committee meetings to safeguard the independence of the auditors.

## 4.2 Board Meeting Agenda and Papers

Formal agenda and supporting papers for Board meetings help shape the information flow, discussion and decision-making. An agenda will be prepared for each Board and committee meeting and be approved by the Committee Chair.

The Board agenda and papers will generally include the following:

- a) Acknowledgment of Country
- b) Attendance and apologies
- c) Disclosure of interests
- d) Approval of Minutes - Business arising / Action list
  - 1. Recording of any out-of-meeting decisions
  - 2. Finance report
  - 3. Business requiring Board consideration and/or approval
- f) Items for Feedback
- g) Items for Information
- 5. Committee Reports
- 6. CEO report
- 7. In Camera Session
- 8. Other reports
- h) Other business
- i) Next meeting.

The Chair, together with the CEO, is responsible for the preparation and circulation of Board papers and minutes.

The Board will endeavour to make the best possible use of its meetings by dealing only with matters that have governance-level significance, by focussing on the future and, within a defined policy framework, by delegating as much as possible to the CEO.

An agenda and minutes of the previous meeting are circulated the week preceding the Board meeting. Generally, papers are circulated a week before the next meeting.

As practicable, papers requiring decision will be succinct and include recommended action for resolution of the Board. Where practicable, papers may be provided as matters for discussion, decision, noting and/or finalisation.

Papers will be circulated electronically, except where this is not practical.

No papers requiring consideration of the Board can be tabled at the Board meeting except with the unanimous approval of the Board.

Access to Board papers by employees or by any other person is at the complete discretion of the Board.

## 4.3 Conduct of Meetings

The Chair will determine the degree of formality required at each meeting while maintaining the decorum of such meetings. As such the Chair will:

- a) Ensure that all Board members are heard

- b) Retain sufficient control to ensure that the authority of the Chair is recognised – this may require a degree of formality to be introduced when it is required to make progress
- c) Ensure that decisions are properly understood and well recorded, and
- d) Ensure that debate and decisions are completed with formal, recorded resolutions where appropriate.

#### 4.4 Board Minutes

Board meeting minutes will refer to relevant Board agenda papers plus any decisions adopted by the Board members. All decisions will be recorded accurately in the minutes.

Where there may be a formal resolution, the Chair will read the precise wording of the resolution to the Board and ask for all in favour and those against. If a Board member does not voice dissent, it is taken as support for the resolution. The exact wording will be recorded in the minutes and whether the resolution was carried or defeated.

Board members who dissent can ask to have their decision noted in the minutes.

Where a draft resolution, as recommended in the Board papers, is not adopted a summary of the reasons for the alternative course of action is noted in the minutes. In addition, if points are raised by Board members that are not found in the supporting papers, a summary of these points will be recorded in the minutes.

Decisions by the Board of a policy nature will also be reflected in relevant WHISE policies and procedures manuals. This is the responsibility of the CEO.

#### 4.5 Board Calendar

To ensure coverage of corporate governance responsibilities and to provide an even distribution of work over the year, the Board has a twelve-month calendar that is agreed prior to the commencement of each calendar year.

#### 4.6 Board Committees

Committees, either standing or time-limited, may be formed by the Board. Committees are each chaired by a Board member appointed by the Board and comprise at least two other members of the Board and other qualified individuals appointed by the Board as co-optees. Individuals from outside WHISE with relevant expertise may be invited to participate in Board committees as required and on terms determined on a case by case basis as approved by the Board.

Board Committees are formed to provide advice to the Board and as such have no decision-making authority. Any matters requiring a decision (i.e. recommendation to the Board) will be decided by resolution.

The Board Chair is an ex officio a member of all Board committees.

The quorum for a meeting of a Board Committee or group shall be one-third of its members or a minimum of two members or whichever is greater.

Committees are supported by relevant management staff.

The Board approves the terms of reference for each committee, which identifies:



- a) Objectives
- b) Composition
- c) Committee Chair
- d) Meeting Procedure
- e) Attendance by non-members
- f) Quorum
- g) Voting and resolutions without meetings
- h) Disclosure of Interests of Committee Members and Staff members
- i) Secretariat Duties
- j) Reporting to the Board
- k) Authority and Accountability

The Board has the following Committees:

- a) Finance and Audit Committee (Standing)
- b) Quality Risk and Compliance (Standing)
- c) People and Culture (Standing)
- d) Strategic Planning (as required)

The Terms of Reference for all Board Committees are included in Attachment 3.

## 4.7 Board Member Protection

A Board member has two key areas of protection – the right to information and the ability to insure against the specific risks of being a Board member.

### 4.7.1 Information Seeking Protocol

Board members will adhere to the following protocol when seeking information:

- a) Approach the CEO to request the required data
- b) If the data is not forthcoming, approach the Chair
- c) If the information is still not provided, write a letter to all Board members and the CEO detailing the information required, the purpose of the information and who the Board member intends to approach to obtain the information.

### 4.7.2 Access to Board Papers and Legal Advice

A complete set of Board papers will be held by WHISE on behalf of the Board for a period of at least seven years. Board members are entitled to access the papers for the period when they were a Board member on request, even if they have ceased to be Board members.

Documentation containing or seeking legal advice will clearly state that the legal advice is sought both in relation to the Organisation and to the Board members in their personal capacity.

### 4.7.3 Insurance

WHISE provides each Board member with Directors & Officers insurance (Protector Liability cover). A copy of the insurance document is provided to new Board members in their Board Induction Manual and at any time on request. Any changes proposed to this insurance must be advised to the Board in a timely manner.

## 4.8 Director Remuneration

By serving on the Board of WHISE, Board members assume a significant responsibility, undertaking their duties as a voluntary service to the sector and the state.

Nevertheless, Board members may be reimbursed for out of pocket expenses incurred in connection with Board service and meeting attendance, at the discretion of the Chair and in consultation with the Treasurer.

## 5 BOARD FUNCTIONS

### 5.1 Strategy Formulation

The Board undertakes, in conjunction with the CEO and other staff, the development of strategic objectives and associated strategic plans of varying duration as may be required from time to time.

The Board will provide strategic leadership to establish, monitor and review the strategic direction of WHISE; ensure the development of medium term and annual business plans and review and approve the financial objectives, plans and actions, including significant capital allocations and expenditures.

The Board will monitor corporate performance against the strategic direction, including assessing operating results to evaluate whether the business is being properly managed.

### 5.2 Service/Advice/Contacts

Board members are expected, where appropriate, to use their networks and contacts to further the interests of WHISE.

### 5.3 Monitoring and Compliance

A fundamental function of the Board is to monitor the performance and compliance of WHISE with respect to both financial and non-financial key performance indicators.

#### 5.3.1 Financial Key Performance Indicators

The Board will closely monitor the solvency position of the organisation and review regular financial reports. The Board will receive advice on financial performance from the Finance and Audit Committee. Following review of the financial reports and after due consideration and if there are sufficient grounds, the Board will pass a resolution to the effect that there are reasonable grounds to believe that WHISE can pay its debts as and when they fall due.

#### 5.3.2 Non-financial Key Performance Indicators

The Board will periodically review progress against the achievement of the strategic and annual business plans.

The Board will review on an annual basis the impact of the organisation in accordance with the organisation's social impact framework

#### 5.3.3 Compliance with Standards

On an annual basis, as provided for in the Board Calendar, or as may be required, the Board will review WHISE's compliance with national standards,

Recognising Board member's specific responsibilities with regards to workplace health and safety, the Board will receive a report on WHISE's activities and compliance with workplace health and safety legislation at each Board meeting. In addition, as provided for in the Board Calendar, the Board will receive from management annually a report on compliance of the organisation to workplace health and safety standards.

#### 5.3.4 Risk Management and Business Continuity

The Board will identify and evaluate the principal risks faced by WHISE and ensure that appropriate systems are in place to avoid or mitigate these risks.

The CEO must advise the Board in a timely manner on all matters involving a material risk to the organisation.

On an annual basis, as provided for in the Board Calendar, the Board will review WHISE's Risk Management and Business Continuity Plans.

### 5.4 CEO Evaluation

The CEO is a key employee of the organisation. The Board will:

- a) Select, monitor and, if necessary, replace the CEO.
- b) Maintain an up to date framework for defining the Board's expectations of the CEO's performance including the setting of a clear, annual performance agreement.
- c) Provide regular, honest and rigorous performance feedback to the CEO on the achievement of such expectations.
- d) Ensure there are positive conditions for the motivation of the CEO and ensure there are adequate training systems and support mechanisms to support the CEO in their role.

The CEO's performance will be continuously, systematically and rigorously assessed by the Board against the achievement of Board determined strategic outcomes and compliance with CEO delegation policies.

The Board may use any one or more of the following methods to gather information necessary to ensure CEO compliance with Board policies and to determine satisfaction with the CEO's performance:

- a) CEO reporting,
- b) Advice from an independent, disinterested third party, or
- c) Direct inspection by a Committee approved by the Board and/or Chair.

### 5.5 Execution of Documents

The procedures for the execution of documents are that contracts, formal documents and written obligations required by WHISE, which exceed management's delegated authority, must be approved by the Board prior to being signed. Once Board approval has been given, and documented in the minutes, the CEO may sign on behalf of the Board.

### 5.6 Whistle Blowing

To honour its duty to protect the organisation against harmful situations and circumstances, the Board will provide a safe channel for staff members to bring to its attention information about acts, omissions or decisions of a serious nature that could threaten the WHISE's

integrity. Accordingly, any staff member will have access to the Chair when there is evidence or reasonable (i.e. soundly based) suspicion that the CEO has:

- a) Breached Board policy,
- b) Has allowed other staff to breach Board policies, or
- c) Has acted or allowed staff to act in a manner likely to cause serious harm to the organisation.

This is in effect a 'whistle blower' provision. The only channel to the Board in such circumstances is via the Chair.

Any such assertion must be formally noted by the Board.

All individuals involved in such an action will have the protection of natural justice.

If in the judgement of the Board, the claim is not vexatious or frivolous, the staff member bringing a whistle blowing assertion against the CEO shall be protected against discrimination for having taken such an action.

## **6 CEO DELEGATION POLICIES**

### **6.1 Overarching Limitation**

The CEO must not take or approve any action in the name of WHISE that is in breach of the law, is imprudent or which contravenes the spirit of the Strategic Directions statements or any WHISE specific or commonly held business or professional ethic.

### **6.2 Delegations to the CEO**

To facilitate day-to-day operations, the Board has delegated its authority on specific matters to the CEO, such as those relating to human resources and financial management. Changes to these delegations must be approved by the Board.

Although the Board has put in place these general delegations, the following matters must be referred to the Board for approval:

- a) Budgets
- b) Expenditures in excess of delegations as determined by the Board from time to time
- c) Major strategies / policies that are inconsistent or beyond the scope of the approved strategic and operational plans.

#### **6.2.1 Financial Delegations**

The CEO is responsible for the day-to-day financial planning of the organisation. In carrying out this duty the CEO must ensure that nothing is done, or authorised to be done, that could in any way cause financial harm or threaten the organisation's financial integrity.

In developing the operational financial plan/ budget, the CEO must consider:

- a) Credible projection of revenues and expenses,
- b) Separation of capital and operational items
- c) Cash flow projections
- d) Medium to long term plans and business directions

- e) The Board determined financial plan e.g. a balanced budget, acceptable deficit or specific surplus.

The CEO is responsible for the day to day financial management of the organisation. The CEO must not:

- a) Use any WHISE funds, or enter into any contracts or accept other liabilities, other than for the furtherance of Board-approved purposes and priorities.
- b) Expend more funds than have been received in the financial year unless offset by approved borrowings or approved withdrawals from reserves.
- c) Allow undisputed invoices from suppliers of goods and services to remain unpaid beyond trade credit terms agreed with those suppliers.
- d) Authorise expenditure beyond the level established by the Board.
- e) Acquire, encumber or dispose of land or buildings.
- f) Neglect to ensure that there are limitations on expenditure and adequate controls on the use of credit or other purchase cards by card holding staff.
- g) Fail to assertively pursue receivables overdue.

The CEO shall not allow or cause to allow WHISE's investment assets to be invested in a manner that threatens its financial security. The CEO must invest in Board approved institutions and maintain sufficient liquidity to meet short to medium term financial commitments.

Specific delegations from the Board to the CEO and from the CEO to other staff relating to financial and accounting issues are detailed in the **WHISE Finance Policies and Procedures (Financial Governance)**.

## 6.2.2 Protection of Assets

The CEO shall take all prudent and reasonable actions to ensure that the organisation's assets, physical and intellectual, are protected against all foreseeable damaging circumstances.

## 6.2.3 Compliance with Legislation and Contractual Obligations

The Board will operate within all legal compliance requirements and will keep up to date with legislative changes across the broad range of applicable Commonwealth and Territory legislation. WHISE will meet all contractual obligations including reporting and financial acquittals.

The CEO must prepare a Compliance Report to be tabled at quarterly Finance and Audit Committee meetings. The Compliance Report will include a legal compliance section. The committee will advise the Board of any issues or variations in relation to the Compliance Report.

## 6.2.4 Workplace Health and Safety

Women's Health in the South East is committed to maintaining a safe and healthy workplace for its workers. In fulfilling this responsibility, WHISE has a duty to provide and maintain a situation where the worker is, while at work with WHISE, safe from injury and risks to health including mental health and wellbeing of staff. The potential of risks to health and safety are managed through the Board of WHISE ensuring that the CEO implements and monitors any additional operational policies and procedures.

The CEO must:

- a) systematically identify potential hazards and take every practicable step including regular risk assessment to provide and maintain a safe and healthy work environment for all workers,
- b) ensure that all workers understand their obligations through education and training in respect to the duty of care they carry for themselves and others around them, develop safety procedures and directions in consultation with staff in accordance with WHS Policy and Procedure,
- c) have effective and compliant injury, accident and return to work management plans in place,
- d) apply safe working procedures for contractors or visitors on site.

### 6.2.5 Communication and Support to the Board

The CEO shall ensure the Board remains informed about issues and concerns essential to the meeting of its duty of care, the carrying out of its responsibilities and the meeting of its accountabilities to its members and key stakeholders.

The CEO must:

- a) Provide support and information in a timely, accurate and understandable fashion addressing the various issues to be monitored by the Board.  
Provide financial reports that make clear:
  - 1. significant trends
  - 2. performance against agreed benchmarks and Board-agreed measures
  - 3. further Board financial data as determined by the Board from time-to-time.
- b) Inform the Board of significant external environmental trends, achievement of, or progress towards the achievement of, the Board's strategic direction statement or changes in the basic assumptions upon which the Board's policies are based.
- c) Inform Board members when for any reason there is actual or anticipated noncompliance with a Board policy.
- d) Inform the Board of any breach of any externally imposed compliance requirement.
- e) Inform the Board of any serious legal conflict or dispute or potential serious legal conflict or dispute that has arisen or might arise in relation to matters affecting the organisation.
- f) Ensure that the Board is provided with the necessarily wide range of views and perspectives in support of effective decision-making.
- g) Bring to the Board's notice such occasions when it is in breach of its Board Processes policies particularly when this relates to the CEO's ability to carry out his/her responsibilities.
- h) Deal with the Board as a whole except when responding to individual requests for information or requests from Board committees or working parties.

### 6.2.6 Remuneration and Benefits

In managing the setting and review of salaries and benefits, the CEO must:

- a) Not change her remuneration.

- b) Have regard for an employee's skills and experience, negotiated salary scales, award rates and market conditions for such skills and experience.
- c) Be mindful of obligations created and the projected revenue that will be variable and must not cause material unfunded liabilities to occur or commit to material unpredictable future costs.
- d) Ensure promises and guarantees of employment can be realistically honoured.
- e) Honour staff entitlements accrued.

### 6.2.7 Employment Conditions

The CEO must ensure there is a workplace environment conducive to sound workplace practices, is consistent with workplace legislation and the organisation's core values.

The CEO must:

- a) Provide staff with clear guidelines as to their rights, entitlements and workplace obligations.
- b) Provide staff with 'safe', 'dignified' and 'fair' working conditions as defined in relevant workplace legislation.
- c) Provide employees and volunteers their right to an approved and fair internal grievance process.
- d) Provide employee access to the Board to express a grievance when:
  1. The internal grievance process has been properly followed; and
  2. The grievance asserts that the CEO has breached a Board policy to his or her detriment, and/or;
  3. The grievance asserts that the Board has not provided adequate protection of the staff member's human rights.
  4. There is verifiable evidence of this.
- e) Access to the Board is via the Chair.
- f) The Board reserves the right to appoint an independent third party to mediate the matter or to investigate and recommend an appropriate course of action.
- g) Ensure that all staff members are acquainted with their rights under this policy.

### 6.2.8 Privacy

The Board places a strong emphasis on high quality ethical relationships with its members and stakeholders. The CEO must not create or permit conditions or circumstances in which members or stakeholders rights, dignity or privacy is denied or treated lightly. The CEO must not:

- a) gather member information beyond that necessary for the provision of services or as required by law.
- b) protect against improper access to member information.
- c) fail to provide a reasonable level of privacy for member interactions with the organisation.

- d) fail to ensure that there are systems to provide information to consumers (and their advocates) regarding the services including a process whereby a complaint or grievance can be pursued in respect of some aspect of their relationship with the organisation.

#### 6.2.9 Public Affairs

The CEO shall not undertake, approve or in any way support any action that is directly or indirectly demeaning or derogatory or in any way damaging to WHISE.

## 7 BOARD – CEO INTER-RELATIONSHIP POLICIES

### 7.1 Delegation to the CEO

The Board delegates to the CEO responsibility for implementation of its strategic direction/strategic plan while complying with the CEO delegations.

Only the Board acting as a body can instruct the CEO. Typically, all instruction to the CEO will be codified as policy.

The Board will make clear WHISE’s strategic direction including performance indicators to be applied by the Board when reviewing the organisation and the CEO performance.

The CEO is responsible for the employment, management and performance evaluation of all staff employed or contracted to the Company.

Neither the Board nor individual Board members will instruct staff in any matters relating to their work.

The expert knowledge and experience of individual Board members is available to the CEO, and to nominated staff where deemed appropriate and requested by the CEO.

### 7.2 Board Chair and CEO Relationship

The Board Chair shall provide the CEO with regular opportunities to discuss ideas, check directions and act as a supportive sounding board for the CEO.

A professional working relationship between the Chair and the CEO is essential. It is incumbent on both the Chair and the CEO to raise with each other in a professional and constructive manner any concerns they have about their relationship. Where the CEO feels unable to do so, they should refer the matter to the Deputy Chair or Secretary.

The CEO is authorised to establish all operational policies, make all operational decisions and design and implement and manage all operational practices and activities, subject to such actions being consistent with and not defeat the stated intent and spirit of the Board’s policies.

Acknowledging a Board member’s right to have access to information necessary to meet his/her duty of care to the organisation, the CEO may defer instructions or requests from individual Board members or from unofficial groups of Board members if, in the CEO’s opinion, such requests or instructions are:



- a) Inconsistent with the Board's policies,
- b) Are deemed to make unjustifiable intrusions into the CEO's or other staff member's time, or
- c) Are an unjustifiable cost to the organisation.

The CEO must notify the Chair if any of the above occurs.

## **8 CONTINUOUS IMPROVEMENT**

### **8.1 Board Evaluation**

The Board is committed to the ongoing development of individual Board members and the Board as a whole.

Each year the Chair will arrange to discuss with individual members their commitment and involvement regarding their appointment.

The Board as provided for in the Board Calendar will conduct an evaluation of its overall performance. The objective of this evaluation is to provide best practice corporate governance to WHISE.

The evaluation methodology will be as agreed by the Board and may be:

- Formal or informal
- By discussion or confidential survey
- Undertaken by the Chair, a group of Board members or with the assistance of an independent expert
- Focused internally on the Board members or involve the wider body of the organisation's members

The Board may decide to use a 'skills matrix' to facilitate consideration of the range of knowledge/experience/skills required for the Board over time and to inform consideration of Board succession planning.

The Chair has the responsibility for initiating the Board evaluation and obtaining assistance as required. Relevant changes in Board policies or processes will be integrated into this Corporate Governance Board Charter.

### **8.2 Board Member Development**

To improve Board performance Board members are encouraged to undergo professional and self-development. Where skills gaps are identified, Board members may be provided with relevant resources and training by WHISE, subject to available funds for training purposes. Board members who wish to undertake a development activity at Organisation expense should approach the Chair in the first instance.

### **8.3 Board Member Induction**

New Board members will be offered induction into their role on the Board of Governance of WHISE, including through provision of a Board of Governance Induction Manual.

The Manual will include a Letter of Welcome and copies of (at a minimum):

- a) Corporate Governance Board Charter
- b) Constitution of Women's Health in the South East
- c) Strategic and business planning documentation
- d) Terms of Reference for Board Sub-Committees
- e) Board Policies
- f) Risk Management Plan
- g) Business Continuity Plan
- h) Most recent Annual Report and Financial Statements
- i) Schedule of Board meetings
- j) Organisation Chart
- k) Approved Annual Budget
- l) Certificate of Currency of Protector Liability insurance.

As described in section 3.3.3 of this Charter, a new Board member will be required to complete a general *Declaration regarding Conflict of Interest*.

The CEO will offer information sessions to new Board members at the WHISE headquarters in the months after appointment as may be convenient to Board members.

## 8.4 Governance Charter Review

The Board will review this Charter every twelve months at the meeting directly before the AGM. If there is notable change to legislation that could affect the intent of the Charter, the Board is at liberty to review as required.

# 9 BOARD COMMITTEES

## 9.1 General Principles for Board Committees

The Terms of Reference for Board Committees are contained in Attachment 3.

- a) The Board may appoint a maximum of four Board Members to each Committee, based on individual skills, insights and expertise.
- b) The Committee may nominate individuals to be co-opted as additional members with suitable expertise to assist it in its work, subject to the appointment of such additional members being approved by the Board.
- c) The quorum is as defined in the Committee charters.
- d) The appointment of the Chair of each of the Committee is subject to Board approval.
- e) The Chair of the Committee shall determine the frequency and method of Committee meetings.
- f) The Chair of the Committee shall determine the meeting agendas and the business program for the Committee, in consultation with Committee members.
- g) The Chair of the Committee shall be responsible for the effective conduct of Committee meetings.
- h) The Chair of the Committee shall be responsible for the preparation of reports to the Board.
- i) The Committee is to provide a report for each Board meeting detailing Committee activities and any advice or recommendations for the Board's endorsement or approval.
- j) The Committee must report both majority and minority (or dissenting) views relating to its advice or recommendations.

- k) All Committee papers, including agendas, minutes, reports, discussion documents and data reports are to be considered as working papers of the Board and should not normally be tabled at Board Meetings, but should be available for any Board Member to review upon request.
- l) All Committee papers are to be regarded as confidential documents. Disclosure of documents or their contents to external parties must not occur without Board approval.
- m) Committee members are expected to be mindful of commercial in confidence, privacy and confidentiality considerations in the exercise of their work.
- n) Committee members are to declare any actual or perceived conflicts of interest they may have with any matter before the Committee. The Committee Chair, in consultation with other Committee members, will determine how conflicts of interest issues will be addressed. The Committee Chair should consult the Board Chair if appropriate regarding conflicts of interest issues.
- o) The Committee should not make any determinations regarding its policy advice and recommendations to the Board without consultation with the CEO.
- p) The CEO is to arrange for information, reports, advice and comment as required by the Committee in undertaking its role.

## 10 ATTACHMENTS

# Attachment 1 Declaration

The Secretary  
Women’s Health in the South East  
Level 1, 70 St Kilda Road  
St Kilda VIC 3182

## BOARD MEMBER DECLARATION

I, [name] .....

of [address] .....

.....

.....,

I declare that I understand that “responsible persons” are the members of a charity’s governing body who share responsibility for the governance of the charity (called ‘responsible entities’ under the ACNC Act):

I declare that:

- I am not disqualified from managing a corporation/incorporated entity, within the meaning of the Corporations Act 2001 (Cth) and
- I have not been disqualified by the Australian Charities and Not-for-profits Commissioner at any time during the previous year from being a responsible person (what the ACNC Act calls a ‘responsible entity’) of a registered charity.

While I am a responsible person for WHISE, I agree to notify this charity as soon as possible if I do become disqualified from managing a corporation within the meaning of the Corporations Act 2001, or am disqualified by the Australian Charities and Not-for-profits Commissioner.

Also, as a responsible person, I understand the duties as per the ACNC and understand that I must:

- act with reasonable care and diligence
- act honestly and fairly in the best interests of the charity and for its charitable purposes
- not misuse this position or information I may gain as a responsible person
- disclose actual or potential conflicts of interest
- ensure that the financial affairs of the charity are managed responsibly, and
- not allow the charity to operate while it is insolvent.

Declared at: [location]

.....

.....

On: [date]

.....

Signature:

.....

Name:

.....

**Position on Board:** Board Member – General Member

## Attachment 2 Conflict of Interest

Women's Health in the South East

Level 1, 70 St Kilda Road

St Kilda VIC 3182

### DECLARATION OF CONFLICT OF INTEREST

I, .....

(Full name)

declare that I will disclose to the Board of Women's Health in the South East any actual or potential conflicts of interest which exist or may be perceived to exist in my carrying out the role of member of the Board of Women's Health in the South East.

Signature:.....

Date:.....

## Attachment 3 Board Committee Terms of Reference



## Finance and Audit (FAC) Committee

### Introduction

This is the charter for the Finance and Audit Committee (FAC Committee) for WHISE.

The Board of Directors (Board) have ultimate responsibility for the oversight of enterprise risk management and satisfying itself that the organisation's finance, accounting and reporting practices is sufficiently robust. Further the Board must be satisfied that the organisation's internal financial controls, including internal audit functions and integrity of financial information are sound. To assist the Board in this work, the Board has allocated responsibility for managing WHISE's policies on finance and audit as follows:

- The People and Culture is responsible for managing the organisations strategic culture and organisational capacity risks.
- The Finance and Audit committee is responsible for managing the resources required for WHISE to achieve its goals and funding contracts.
- The Quality, Risk and Compliance Committee is responsible for managing Program, People, Health and Safety and Operating risks.

### Purpose

The purpose of the FAC Committee is to oversee and provide advice to the Board regarding the effective management of WHISE's financial reporting, management, and budgeting. The FAC have delegated oversight from the Board to ensure the integrity of WHISE's statutory financial reports and statements, monitoring compliance and that an appropriate framework is in place to manage and mitigate financial risks.

### Terms of Reference

Following is a list of powers, duties and functions that the Board delegated to the FAC. Despite these delegations, anything with a significant risk or of a sensitive value should be brought directly to the Board.

#### *Financial Management*

- Reviews the periodic and annual financial reports provided by management and make recommendations to the Board.
- Support the development of the annual budget prepared by management and makes recommendations to the Board, having given due consideration to the validity of budget assumptions and factors likely to impact on budget performance.
- Ensures appropriate policies, procedures and financial management practices are in place and regularly reviewed in accordance with WHISE Policy and Procedure Framework, including the application of contemporary accounting policies.

#### *Audit*

- Review the performance and independence of the external auditor and make recommendations to the Board regarding the appointment, evaluation and dismissal of the external auditor.
- Before the audit commences, review and approve the nature and scope of the audit including identified risk areas.
- Review and provide oversight of all audit reports prepared and issued by the external auditor on financial statements, critical accounting policies, internal controls and all other written communication between the external auditors and management.

## *Women's Health in South East (WHISE) – Terms of Reference Finance and Audit Committee (FAC)*

- Discuss with the external auditor any audit problems encountered in the normal course of audit work, including any restriction on audit scope or access to information.
- Ensure that any significant findings and recommendations made by the external auditors are acted upon appropriately by management.
- Meet with the external auditors separate from management at least once a year to discuss any matters that the Committee or the auditors believe should be discussed privately.

### *Operational Risk*

In relation to the management of WHISE's operating risks the FAC Committee will:

- Monitor the risk profile and its ongoing potential exposure to operational risk as it relates to the Finance and Audit policies of WHISE.

### **Committee Performance**

Review the Committee Terms of Reference and make recommendations to the Board for any updates on an annual basis

### **Composition of Committee Membership**

- The Committee shall consist of a minimum of 3 Board Directors appointed by the Board including the Treasurer. The CEO and Finance Officer are ex-officio members.
  - The Treasurer is the Chair of the FAC
  - The Board (with or without a recommendation from the FAC Committee) may appoint one or more additional Committee members who are not Board Directors who through their participation add to the capability of the Committee to effectively discharge its responsibilities.
  - The Committee members are appointed for a minimum term of two years.
  - The role of the Chief Executive Officer is to:
    - work in collaboration with the Committee Chair to undertake an annual review of the Committee Terms of Reference against the organisation's strategic goals and business plan, to determine if the work of the committee is contributing to WHISE achieving the goals and
    - develop the annual workplan of the committee and
    - to ensure that reports/papers are presented to the Committee in such a way that they support the effective operation of the Committee

### **Meeting Procedures**

- The Committee shall hold a minimum of six (6) (teleconference or face to face) meetings in the calendar year and such additional meetings as the Chairperson shall decide in order to fulfil its duties.

### **Agenda**

- The Agenda shall be distributed five calendar days prior to the meeting.

### **Minutes**

- The Committee shall record proceedings of each meeting and circulate them to Committee members in draft at least five calendar days prior to the next scheduled meeting of the Committee. Draft minutes shall be subject to confirmation at the next meeting of the Committee. The Chair shall sign the confirmed minutes.

### **Quorum**

- As per section 6.9.3 of the Constitution the quorum for a meeting of the Committee shall be one-third or its members of a minimum of the two members or whichever is greater

### **Voting**

- A question arising at a meeting of the Committee must be determined by a majority of votes of the members present and voting on that question and, if the votes are equal, the person presiding has a casting vote as well as a deliberative vote.

### **Resolutions without meetings**

- The Committee may approve a resolution without a meeting provided that:
  - reasonable steps have been taken to give notice of the proposed resolution by circulating it to each member; and
  - at least a quorum confirms in writing that they are in favour of that resolution. Without limitation, written confirmation may be made by email or other software system in regular use by the Committee.
  - Such a resolution is deemed to have been passed at a meeting held on the day on which written confirmation is received, and if this does not occur on the same day, on the day on which the last member required to achieve a majority provides written agreement.

### **Disclosure of Interests of Committee Members**

- A Committee member who has a pecuniary or other interest in any matter in which the Board or Committee is concerned must—
  - if the Committee member is present at a meeting of the Committee at which the matter is to be considered, disclose the nature of the interest immediately before the consideration of that matter; or
  - if the Committee member is aware that the matter is to be considered at a meeting of the Committee at which the Committee member does not intend to be present, disclose the nature of the interest to the Committee chairperson before the meeting is held.
- A Committee member who has made a disclosure in accordance with subclause above
  - may, at discretion of the Board, take part in the discussion in the meeting; and
  - must leave the meeting while any vote is taken on a question relating to the matter.
- The Chairperson of the Committee must ensure that a disclosure made to a Committee is reported to the next meeting of the Board.
- All disclosures must be recorded in the minutes of the Committee and the Board.
- A disclosure can be in the form of a general notice read at a Board meeting and entered in its minutes that the Committee member holds an office or possesses certain property or has other relevant interests.

### **Disclosure of Interests of Staff Members**

A member of the organisation's staff who—

## *Women's Health in South East (WHISE) – Terms of Reference Finance and Audit Committee (FAC)*

- prepares material for the Board or a Committee in relation to a matter; or is present at a meeting of the Board or a Committee to provide assistance or advice in relation to a matter must disclose to the Board or Committee if he or she has an interest in relation to that matter.

### **Reports to the Board**

- The Committee Chair with support from the CEO prepare a summary of the meeting of the Committee (minutes) for inclusion at the Board meeting that immediately follows the meeting of the Committee. The Committee Chair shall present the Committee report (minutes) to the Board meeting.

### **Authority and Accountability**

- The Committee was established by the Board under Clause 6.9 of the WHISE's Constitution, and this Terms of Reference were approved by the Board on **xxx**

## People and Culture (PCC) Committee

### Introduction

This is the charter for the People and Culture Committee (PCC Committee) for WHISE.

The Board of Directors (Board) have ultimate responsibility for the oversight of enterprise risk management and satisfying itself that the organisational culture, (including Board), CEO Recruitment, performance evaluation and Board capacity is sufficiently robust and sound.

The Board has allocated responsibility for managing WHISE's policies on people and culture as follows:

- The Board is responsible for managing the organisations strategic culture and organisational capacity risks .
- The Finance and Audit committee is responsible for managing the resources required for WHISE to achieve its goals and funding contracts.
- The Quality, Risk and Compliance Committee is responsible for managing Program, People, Health and Safety and Operating risks.

### Purpose

The purpose of the PCC Committee is to oversee and provide advice to the Board regarding the effective management of WHISE's organisational culture, board recruitment and performance evaluation, CEO recruitment and CEO performance evaluation. .

### Terms of Reference

Following is a list of powers, duties and functions that the Board delegated to the PCC Committee. Despite these delegations, anything with a significant risk or of a sensitive value should be brought directly to the Board.

#### *Organisational Culture*

- Arrangements that support the implementation and maintenance of a positive and safe organisational culture
- CEO to report on compliance of WHISE to workplace law and awards
- CEO to report on employee wellbeing and succession planning

#### *Board Recruitment and Performance*

- Annually lead review of Board composition and capacity to ensure achievement of WHISE strategic goals
- Lead Board recruitment and nominations

#### *CEO Performance, Retention and Recruitment*

While the Board maintains the key responsibility for the performance and recruitment of the of the CEO the PCC will:

- Lead and support CEO recruitment (including any interim arrangements)
- Lead and support development and management of CEO Performance as it relates to contract of work and position description. This includes ensuring the CEO Position Description and contract of work is current and up to date to support the achievement of WHISE strategic goals
- When required, support the Board in addressing any performance issues (conduct and/or capacity) that prevent fulfilment of the CEO role

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- Oversee the succession plans of the WHISE CEO
- Undertake on behalf of the Board annual review of CEO performance including recommending to the Board any increases in conditions/remuneration

*Operational Risk*

In relation to the management of WHISE's operating risks the PCC Committee will:

- Monitor the risk profile and its ongoing potential exposure to operational risk as it relates to the People and Culture policies of WHISE

**Committee Performance**

Review the Committee Terms of Reference and make recommendations to the Board for any updates on an annual basis

### **Composition of Committee Membership**

- The Committee shall consist of a minimum of 3 Board Directors appointed by the Board, one of whom shall be appointed as Chair by the Board.
  - The Chair of the Board is a member of the Committee
  - The Board (with or without a recommendation from the PCC Committee) may appoint one or more additional Committee members who are not Board Directors who through their participation add to the capability of the Committee to effectively discharge its responsibilities.
  - The Committee members are appointed for a minimum term of two years.
  - The role of the Chief Executive Officer is to:
    - work in collaboration with the Committee Chair to undertake an annual review of the Committee Terms of Reference against the organisation's strategic goals and business plan, to determine if the work of the committee is contributing to WHISE achieving the goals and
    - develop the annual agenda; and
    - to ensure that reports/papers are presented to the Committee in such a way that they support the effective operation of the Committee

### **Meeting Procedures**

- The Committee shall hold a minimum of six (6) (teleconference or face to face) meetings in the calendar year and such additional meetings as the Chairperson shall decide in order to fulfil its duties.

### **Agenda**

- The Agenda shall be distributed five calendar days prior to the meeting.

### **Minutes**

- The Committee shall record proceedings of each meeting and circulate them to Committee members in draft at least five calendar days prior to the next scheduled meeting of the Committee. Draft minutes shall be subject to confirmation at the next meeting of the Committee. The Chair shall sign the confirmed minutes.

### **Quorum**

- As per section 6.9.3 of the constitution The quorum for a meeting of the Committee shall be one-third or its members of a minimum of the two members or whichever is greater



### **Voting**

- A question arising at a meeting of the Committee must be determined by a majority of votes of the members present and voting on that question and, if the votes are equal, the person presiding has a casting vote as well as a deliberative vote.

### **Resolutions without meetings**

- The Committee may approve a resolution without a meeting provided that:
  - reasonable steps have been taken to give notice of the proposed resolution by circulating it to each member; and
  - at least a quorum confirms in writing that they are in favour of that resolution. Without limitation, written confirmation may be made by email or other software system in regular use by the Committee.
  - Such a resolution is deemed to have been passed at a meeting held on the day on which written confirmation is received, and if this does not occur on the same day, on the day on which the last member required to achieve a majority provides written agreement.

### **Disclosure of Interests of Committee Members**

- A Committee member who has a pecuniary or other interest in any matter in which the Board or Committee is concerned must—
  - if the Committee member is present at a meeting of the Committee at which the matter is to be considered, disclose the nature of the interest immediately before the consideration of that matter; or
  - if the Committee member is aware that the matter is to be considered at a meeting of the Committee at which the Committee member does not intend to be present, disclose the nature of the interest to the Committee chairperson before the meeting is held.
- A Committee member who has made a disclosure in accordance with subclause above
  - may, at discretion of the Board, take part in the discussion in the meeting; and
  - must leave the meeting while any vote is taken on a question relating to the matter.
- The Chairperson of the Committee must ensure that a disclosure made to a Committee is reported to the next meeting of the Board.
- All disclosures must be recorded in the minutes of the Committee and the Board.
- A disclosure can be in the form of a general notice read at a Board meeting and entered in its minutes that the Committee member holds an office or possesses certain property or has other relevant interests.

### **Disclosure of Interests of Staff Members**

A member of the organisation's staff who—

- prepares material for the Board or a Committee in relation to a matter; or is present at a meeting of the Board or a Committee to provide assistance or advice in relation to a matter must disclose to the Board or Committee if he or she has an interest in relation to that matter.

#### **Reports to the Board**

- The Committee Chair with support from the CEO prepare a summary of the meeting of the Committee (minutes) for inclusion at the Board meeting that immediately follows the meeting of the Committee. The Committee Chair shall present the Committee report (minutes) to the Board meeting.

#### **Authority and Accountability**

- The Committee was established by the Board under Clause 6.9 of the WHISE's Constitution, and this Terms of Reference were approved by the Board on **xxx**

## Quality, Risk and Compliance (QRC) Committee

### Introduction

This is the charter for the Quality, Risk and Compliance Committee (QRC Committee) for WHISE.

The Board of Directors (Board) have ultimate responsibility for the oversight of enterprise risk management and satisfying itself that the risk management framework is sufficiently robust and sound.

The Board has allocated responsibility for managing WHISE's risks as follows:

- The Board is responsible for managing the Strategic and Political risks.
- The Finance and Audit committee is responsible for managing Financial risks.
- The Quality, Risk and Compliance Committee is responsible for managing Program, People, Health and Safety and Operating risks.

### Purpose

The purpose of the QRC Committee is to oversee and provide advice to the Board regarding the effective management of WHISE's Program, Legislative Compliance, People, Workplace Health and Safety and Operational related risks.

### Terms of Reference

Following is a list of powers, duties and functions that the Board delegated to the QRC Committee. Despite these delegations, anything with a significant risk or of a sensitive value should be brought directly to the Board.

#### *Strategic Risk*

- CEO to provide an update on the risk profile and ongoing and potential exposure to Strategic and Political risks

#### *Program Risk*

- Develop, review and monitor implementation of risk policies that enable the WHISE to operate in an acceptable risk environment
- Oversee the implementation of effective continuous quality improvement (CQI) by the delivery of an annual CQI plan
- Monitor the risk profile of programs

#### *Legislative Compliance*

- Oversee the arrangements that support WHISE's compliance with its regulatory compliance obligations, including regular reviews of the WHISE Regulatory Compliance Framework
- Develop, review and monitor implementation of risk policies that enable the WHISE to operate

#### *Workplace, Health and Safety Risk*

In relation to the management of WHISE's people, workplace health and safety risks the QRC Committee will:

- Monitor the risk profile and ongoing and potential exposure to people, workplace health and safety risks

#### *Operational Risk*

In relation to the management of WHISE's operating risk the QRC Committee will:

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- Monitor the risk profile and its ongoing potential exposure to operational risk

### **Committee Performance**

Review the Committee Terms of Reference and make recommendations to the Board for any updates on an annual basis

### **Composition of Committee Membership**

- The Committee shall consist of a minimum of 3 Board Directors appointed by the Board, one of whom shall be appointed as Chair by the Board.
  - The Chair of the Board is an ex-officio member of the Committee
  - The Board (with or without a recommendation from the QRC Committee) may appoint one or more additional Committee members who are not Board Directors who through their participation add to the capability of the Committee to effectively discharge its responsibilities.
  - The Committee members are appointed for a minimum term of two years.
  - The role of the Chief Executive Officer is to:
    - work in collaboration with the Committee Chair to undertake an annual review of the Committee Terms of Reference against the organisation's strategic goals and business plan, to determine if the work of the committee is contributing to WHISE achieving the goals and
    - develop the annual agenda; and
    - to ensure that reports/papers are presented to the Committee in such a way that they support the effective operation of the Committee

### **Meeting Procedures**

- The Committee shall hold a minimum of six (6) (teleconference or face to face) meetings in the calendar year and such additional meetings as the Chairperson shall decide in order to fulfil its duties.

### **Agenda**

- The Agenda shall be distributed five calendar days prior to the meeting.

### **Minutes**

- The Committee shall record proceedings of each meeting and circulate them to Committee members in draft at least five calendar days prior to the next scheduled meeting of the Committee. Draft minutes shall be subject to confirmation at the next meeting of the Committee. The Chair shall sign the confirmed minutes.

### **Quorum**

- As per section 6.9.3 of the constitution The quorum for a meeting of the Committee shall be one-third or its members of a minimum of the two members or whichever is greater

### **Voting**

- A question arising at a meeting of the Committee must be determined by a majority of votes of the members present and voting on that question and, if the votes are equal, the person presiding has a casting vote as well as a deliberative vote.

### **Resolutions without meetings**

- The Committee may approve a resolution without a meeting provided that:
  - reasonable steps have been taken to give notice of the proposed resolution by circulating it to each member; and
  - at least a quorum confirms in writing that they are in favour of that resolution. Without limitation, written confirmation may be made by email or other software system in regular use by the Committee.
  - Such a resolution is deemed to have been passed at a meeting held on the day on which written confirmation is received, and if this does not occur on the same day, on the day on which the last member required to achieve a majority provides written agreement.

### **Disclosure of Interests of Committee Members**

- A Committee member who has a pecuniary or other interest in any matter in which the Board or Committee is concerned must—
  - if the Committee member is present at a meeting of the Committee at which the matter is to be considered, disclose the nature of the interest immediately before the consideration of that matter; or
  - if the Committee member is aware that the matter is to be considered at a meeting of the Committee at which the Committee member does not intend to be present, disclose the nature of the interest to the Committee chairperson before the meeting is held.
- A Committee member who has made a disclosure in accordance with subclause above
  - may, at discretion of the Board, take part in the discussion in the meeting; and
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- The Chairperson of the Committee must ensure that a disclosure made to a Committee is reported to the next meeting of the Board.
- All disclosures must be recorded in the minutes of the Committee and the Board.
- A disclosure can be in the form of a general notice read at a Board meeting and entered in its minutes that the Committee member holds an office or possesses certain property or has other relevant interests.

### **Disclosure of Interests of Staff Members**

A member of the organisation's staff who—

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- prepares material for the Board or a Committee in relation to a matter; or is present at a meeting of the Board or a Committee to provide assistance or advice in relation to a matter must disclose to the Board or Committee if he or she has an interest in relation to that matter.

**Reports to the Board**

- The Committee Chair with support from the CEO prepare a summary of the meeting of the Committee (minutes) for inclusion at the Board meeting that immediately follows the meeting of the Committee. The Committee Chair shall present the Committee report (minutes) to the Board meeting.

**Authority and Accountability**

- The Committee was established by the Board under Clause 6.9 of the WHISE's Constitution, and this Terms of Reference were approved by the Board on **xxx**