



Central Australian
Aboriginal Congress
ABORIGINAL CORPORATION | ICN 7823

Board Governance Charter

Table of Contents

Document Details	1
1. Introduction	1
1.1 About Congress	1
1.2 Our Vision	1
1.3 Our Governance	1
1.4 The Charter	2
1.5 Important Documents	3
1.6 Objectives of Congress.....	3
2. The Congress Board	5
2.1 Source of Authority	5
2.2 Role of the Board	5
2.3 Functions of the Board	6
2.4 Board and CEO Relationship	9
2.6 Authorised Delegations	11
2.7 Board and Board Subcommittees.....	12
2.8 Subcommittee Principles	12
3. Board Composition and Operation	13
3.1 Board Composition.....	13
3.2 Term of Office – Member Directors.....	13
3.3 Election of Office Bearers	13
3.4 Vacation of Office.....	13
3.5 New Board Member Induction.....	13
3.6 Board and Director Evaluations.....	14
3.7 Insurance	15
4. Board Directors	19

4.1	Access to Professional Advice	19
4.2	Process for the Board to Obtain Independent Legal Advice	19
4.3	Confidentiality Agreements	20
4.4	Communication with External Parties	20
4.5	Communication with Internal Parties	20
4.6	Director Access to Corporate Material	21
4.7	Expense Protocol.....	21
4.8	Conflict of Interest.....	21
4.9	Related Party Transactions	22
5.	Governance Practice	23
5.1	Board Meetings.....	23
5.2	Meeting Frequency.....	23
5.3	Convening Short Notice Meetings	23
5.4	Meeting Attendees.....	24
5.5	Meeting Cycle	24
5.6	Conduct of Meeting.....	24
5.7	Director Attendance and Conduct at Meetings	25
5.8	Quorum and Voting at Meetings.....	25
5.9	Minutes of Board and Subcommittee Meetings.....	26
6.	Board Meeting Agenda and Papers	27
6.1	Agenda	27
6.2	Board Papers.....	27
6.3	Board Calendar.....	28
7.	Role of the Chairperson	29
8.	Role of the Deputy Chairperson	31
9.	Role of the Company Secretary	31
10.	Records.....	31

11. Finances	32
11.1 Financial Reporting.....	32
Appendix A – Policies and Additional Information.....	33

Document Details

Congress Board Governance Charter 2018

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1. Introduction

1.1 About Congress

In the 40 years since it was established, Central Australian Aboriginal Congress Aboriginal Corporation (Congress) has become the largest Aboriginal primary health care service in the Northern Territory.

Since 1973 Congress continues to promote a broad approach to improving Aboriginal health and Closing the Gap on Aboriginal life expectancy.

Today, we are one of the most experienced organisations in the country in Aboriginal health, a national leader in comprehensive primary health care, and a strong political advocate for the health of our people. The inspiration for Congress remains: **Aboriginal health in Aboriginal hands.**

1.2 Our Vision

Congress' vision is: **All Central Australian residents enjoy the same level of health.**

The aspirations of Congress are:

- We are a leader in the provision of Primary Health Care for Aboriginal people in Australia.
- We look forward, but remember where we have come from.
- We improve the health of our community by providing high quality comprehensive primary health care.
- We provide the highest quality services to our community through all that we do.
- We build the capacity and capability of the people in our organisation. By doing so, we strengthen the capacity of Congress.
- We remain committed as a community controlled organisation.
- We provide employment and professional development opportunities for Aboriginal people at Congress.
- We listen to, and respond to, the needs and wishes of our community.
- We have stable and sustainable funding.
- We ensure the services offered by Congress consistent with community needs.
- We advocate and partner with the broader community to identify and address the causes of poor health such as education, employment and housing.

1.3 Our Governance

The Congress Board is committed to best practice governance to meet its legislative and corporate responsibilities as per the **ASX Principles of Good Corporate Governance**:

Principle 1: Lay Solid Foundations for Management and Oversight¹

“Companies should recognise and disclose the respective roles and responsibilities of Board and management [articulated in a] framework designed to... clarify the respective roles and responsibilities of Board members and senior executives in order to facilitate Board and senior executives’ accountability to both the company and its shareholders [and] ensure a balance of authority so that no single individual has unfettered powers.”

Part of best practice governance is for the Board to have a Governance Charter.

Directors are responsible and accountable and potentially personally liable for the good management of the Corporation. Good internal policies will reduce the risk of compliance breaches and Directors should ensure none of the following occur but not limit their vigilance to only the following:

- Misappropriation of income or assets for the personal benefit of Directors
- Operating without an independent responsible person
- Avoiding excessive expenses
- Failure to disclose conflicts of interest
- Failure to have financial statements audited for lodgement
- Failing to consider the benefits of diversification and importance of liquidity in drawing up and implementing an investment strategy.

1.4 The Charter

The Congress Governance Charter (‘the Charter’) is a key Congress document that describes the governance framework for how the organisation and Board operates. It establishes the guidelines within which Directors and officers work as they carry out their respective roles and jobs.

(“Officers” in this sense is defined in the *Corporations (Aboriginal and Torres Strait Islander) Act* 2006. It is a person (other than a director) in a position of significance, control, or influence on decision making. It includes the Chief Executive Officer (CEO) and the Executive Management.)

The Charter is necessary for:

- Outlining the ‘rules’ within which everyone in Congress is to operate and work.
- Separating the Board’s role from the operational /management roles.
- The Board to work effectively with and through the CEO.
- Allowing monitoring to be made against articulated policy criteria that express the Board’s intention.
- Leaving the Board free to spend most of its meeting time on important strategic issues outlined in the Strategic Plan, including community engagement.

¹ ASX Corporate Governance Council, *Principles of Good Corporate Governance and Best Practice Recommendations*, 3rd edition- 2014

The Charter contains important information and procedures to ensure that Congress complies with its funding and legal responsibilities.

The Charter is therefore a high level policy document adopted by the Board to deliver effective governance, which:

- serves as a reminder to the Board of the legal framework within which it operates;
- documents or references the policies and procedures that the Board has decided upon to meet its legal and other responsibilities;
- assists Congress' leadership in delivering good governance;
- allows communication of the Board's policies, procedures and expectations to Congress Executive Management;
- sets out the functions and responsibilities of the Board and of Congress Executive Management;
- provides guidance and comfort to Congress members that the Board has implemented robust governance processes;
- is a point of reference for disputes; and
- serves as an induction tool for new directors and senior managers.

1.5 Important Documents

The Charter should be read in conjunction with the following legislation and documents:

- *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (the CATSI Act).
- The Congress Rule Book.
- The Congress Strategic Plan.
- The Congress Annual Report.

1.6 Objectives of Congress

In this Charter, the objectives of Congress (as set out in the Congress Rule Book) are re-iterated as follows. The Board must do all things necessary in order to carry out the objectives of Congress.

The objectives of Congress are to relieve the poverty, sickness, destitution, distress, suffering, misfortune or helplessness of Aboriginal people in Central Australia.

In recognition of the severe problems encountered by Aboriginal people in Central Australia and the unfortunate circumstances in which they find themselves, Congress shall advance its central objects by the following means:

- assisting members and their families to attain the highest possible level of health;
- assisting members and their families to alleviate their plight by becoming increasingly self-reliant and assume maximum responsibility for their own health and welfare;
- relieving suffering by providing accessible acceptable and appropriate Aboriginal controlled primary health care and welfare to members, their families and visitors;
- arresting social disintegration within the communities where the members live by ensuring that all programmes and actions are in accordance with these communities' cultural values and practices;

- bringing the needs of members, members' families and visitors before the Australian community, governments and specialised agencies engaged in the provision of services to Aboriginal people, and in so doing attempt to overcome the problems that exist for Aboriginal people in Central Australia;
- providing for consultation and cooperation between members and governments and specialised agencies engaged in the provision of health and welfare services to Aboriginal people in order that members may benefit in accordance with these objects;
- promoting knowledge and understanding by the Australian community of the special difficulties experienced by Aboriginal people as a minority within the community by the preparation and dissemination of information on the health and welfare needs of members, members' families and visitors;
- promoting necessary changes in non-Aboriginal controlled organisations that provide health and welfare services to Aboriginal people, so as to make them appropriate, accessible and acceptable to members and their families;
- fostering appropriate Aboriginal controlled research into the health and welfare issues affecting members, members' families and visitors, and by so doing attempt to overcome their health and welfare problems;
- promoting culturally appropriate methods of managing and preventing health problems by recognising and supporting the vital role of traditional health practitioners and birth attendants in the provision of primary health care services; promoting and providing training opportunities for members, employees and unpaid workers of Congress;
- recognising the distress caused by the high Aboriginal unemployment rate in Central Australia; encouraging, supporting and assisting Aboriginal people to apply for all employment opportunities offered by Congress;
- developing relationships with organisations with similar aims;
- assisting Aboriginal groups or organisations with similar aims and needs;
- providing health and welfare services to non-members as a community service to the extent, if at all, that the directors shall from time-to-time consider appropriate in furthering the central objects of Congress.

2. The Congress Board

2.1 Source of Authority

The CATSI Act and the associated Congress Rule Book provides the authority of the Board to provide direction, control and responsibility for the management of Congress and its affairs.

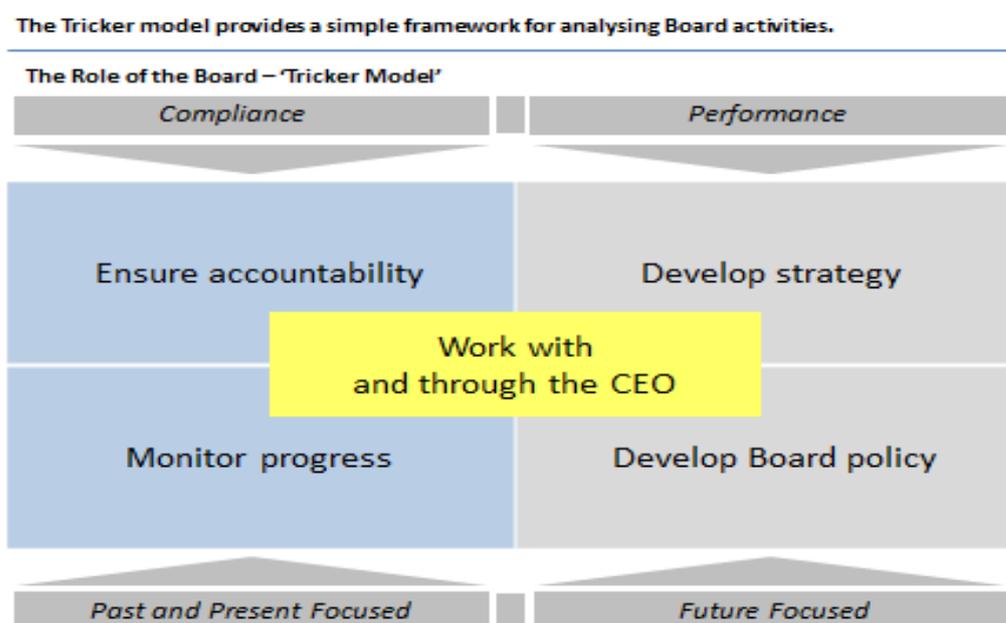
2.2 Role of the Board

The Board's role is to **govern Congress rather than to manage**. The Board must act in the best interests of Congress as a whole and set its vision, values, goals and objectives. It is responsible for, and has the authority to determine, all matters relating to the direction, control, policies, practices and management of Congress. It is required to do all things that may be necessary to be done in order to carry out the objectives of Congress. Diagram 1 below shows that the Board has four main areas on which to focus. These are:

- Develop strategy.
- Ensure accountability.
- Develop Board policy.
- Monitor progress.

All of these functions are done by working with and through the CEO.

Diagram 1: Role of the Board – adapted from the Tricker model ²



² Source: Robert I. Tricker, *International Corporate Governance: Text Readings and Cases*, New York: Prentice Hall, 1994, p. 149

2.3 Functions of the Board

The main functions of the Board are:

- Strategic leadership.
- Set Board policy.
- Monitor results.
- Manage risk.
- Ensure accountability.
- Working with and through the CEO.

Strategic leadership

In partnership with the CEO, the Board will:

- Determine the future intentions by setting a vision.
- Establish a strategic direction for the viable future for Congress. This will be documented in a Strategic Plan document and reviewed annually.
- Articulate the strategic outcomes by identifying the results expected to be achieved. This includes the priority allocation of financial and other resources to particular projects.
- Set and demonstrate the appropriate ethical and behavioural standards.
- Include community consultation as an integral process to strategic planning.

Policy Setting

The Board will:

- Develop relevant governance policies. The Board ensures appropriate policy frameworks exist and that these are appropriate. They amend and /or develop any new governance policies regarding the way Congress conducts its work.
- Document the governing policies in the Charter. This will form the policy framework for Congress. It records and interprets policy decisions made by the Board and is easily accessible.
- The Board delegates the responsibility to prepare and implement operational procedures to the CEO.

Monitoring Progress

The Board will monitor Congress performance against strategic direction. In order to do this, the Board will identify key result areas and performance indicators that will assess progress against direction.

The CEO is responsible for overseeing the production of reports (against pre-stated performance measures) necessary for the Board to fulfil its obligation of reviewing financial and strategic performance. The reports will include updates on progress on the implementation of the Strategic Plan as well as operating results to confirm whether targets are being met. The Board may obtain additional internal reports from 'review' committees and / or from independent external sources if required, to verify information.

The Board will continually review and refine monitoring and reporting activities, in consultation with the CEO.

Risk Management

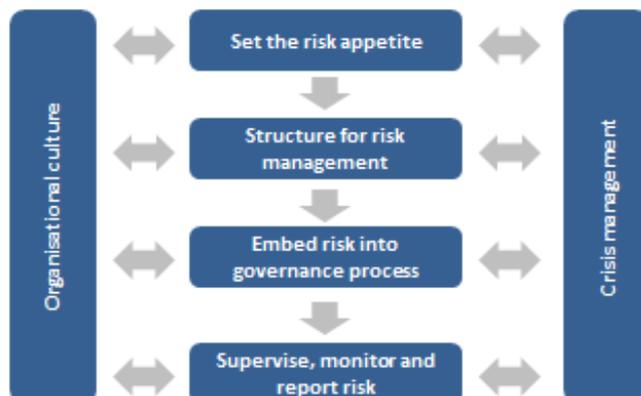
The roles of the Board and the CEO in relation to risk are complementary. The Board is responsible for *supervising* risk, and the CEO is responsible for *managing* risk. The risk role of the Board is shown in Diagram 2 below.

Broad categories of risks include:

- Legal and compliance risks (failure to lodge statutory information)
- Financial risks (loss of funding, expense blow-out)
- Governance risks (ineffective oversight)
- Operational risks (poor performance)
- Reputation risks (worsened stakeholder or community perceptions)
- Strategic risks (increased competition for funding).
- Clinical governance risk.
- Aboriginal community control identity risk.

The Board has responsibility for the following:

- Develop the appropriate 'risk culture' (i.e. the formal and informal structures and practices that Congress and its employees use to deal with risk on a daily basis).
- Identify how much risk Congress is willing to accept. This is sometimes called the 'risk appetite.'
- Delegate authority to the CEO to implement an appropriate risk management system within Congress. This will ensure that all major sources of potential opportunity of harm to Congress (both existing and potential) are identified, analysed and treated appropriately and regulatory compliance and integrity in reporting are achieved.
- Embed risk into governance processes. This is done by:
 - Including risk as a standard item in the Business Services Report tabled at each Board meeting.
 - Conducting a risk reviews and / or workshops as part of the annual Board program.
 - Ensuring that all directors and the CEO have knowledge about risk management and their role in risk.
 - Undertaking regular reviews of Congress' strategy and internal control policies.
- Supervise, monitor and report risk. The Board will receive regular reports on those areas of risk identified by the CEO (and any relevant 'risk' committee) as part of the Business Service's Report at each Board meeting.

Diagram 2: Risk roles of the Board³**Risk roles of the Board**

Accountability to Congress Members

The Board will:

- Recognise its fundamental accountability to its members, the Aboriginal community and the community at large.
- Ensure Congress effectively delivers its services and programs and satisfies the reporting requirements of relevant funding bodies.
- Ensure that policies and procedures are in place which will meet the specific requirements of relevant funding bodies.
- Support a culture of accountability across the organisation.
- Develop appropriate and timely linkage and consultation processes with members to receive advice and input regarding member expectations and Congress direction.
- The Board will adopt a process to ensure the independence of Congress' external auditor, to include:
 - Meet with the external auditor without the presence of the CEO or other members of the senior management team, on an annual basis.
 - Develop an open, unimpeded and constructive relationship with the external auditor.
 - Be satisfied that the scope of the audit is adequate and carried out thoroughly with the full cooperation of management.
 - Exercise control of the organisation in times of crisis.

It is important to remember that even though a Director's appointment may be because he or she is associated with a particular group or might look like they represent certain "communities and

³ Source: Kiel et al, 2012, *Directors at Work: A practical Guide for Boards*, Thomas Reuters Australia

members", Directors must in practice act in the interests of the whole organisation and apply an independent mind to the Board's work and decision-making.

2.4 Board and CEO Relationship

A key function of the Board is to support the CEO and manage the relationship between the CEO and the Board.

Role of the Board and CEO

The Board's role in relation to the CEO is to:

- Select, monitor and ensure adequate succession planning.
- Define the Board's expectations of the CEO's performance, including the setting of a clear, annual performance agreement and key performance indicators.
- Provide regular, frank and honest feedback to the CEO in a positive and constructive manner, and be a sounding board for the CEO's ideas.
- Provide rigorous performance feedback to the CEO on the achievement of expectations every six months.
- Ensure the existence of positive conditions for the motivation of the CEO and ensure there are adequate training systems and support.
- Respect and reinforce the authority of and delegations to the CEO by acknowledging the necessarily distinct but complementary roles of the Board and CEO.
- Communicate via the CEO if required to interact with Congress staff or clients.

The CEO's role in relation to the Board is to:

- Report to the Board through the Chairperson. As a reporting responsibility, submit the following to the Chairperson (or delegate when necessary) for approval:
 - Expense claims for approval in accordance with Congress policy.
 - Requests for leave.
 - Travel requests where it involves either domestic travel for more than one continuous week or international travel.
- Provide the "linkage connection" between the Board and all operations including the functions of control, review and reporting of Congress activities.
- Be responsible for the ongoing management of Congress in accordance with the strategy, policies and programs approved by the Board to achieve the agreed goals. This includes the following:
 - Authorise all expenditures as approved in the Budget and Delegation of Authority Policy, except payments to the CEO, outside of normal monthly remuneration and operating expenses, which must be authorized by the Chairperson.
 - Sign all contracts as formally approved by the Board.
 - Appoint and dismiss employees, except in the case of the termination of those reporting directly to the CEO, which should be approved by the Board's nominated Office Bearers on the recommendation of the CEO.
 - Manage Congress within the limits established by the Corporation Delegations Register.

Authorise and appoint another officer as the Acting CEO during periods of absence of the CEO. Such authority may include the role of the Company Secretary.

Reporting to the Board

The CEO will report the following matters to the Board for direction and/or notation:

- Any potential legal action against Congress.
- Any major industrial issues.
- Any media issues.
- Any non-routine insurance claim against Congress.
- Any non-routine financial claim against Congress.
- Proposed new operational initiatives.
- Proposed grant or funding applications.
- Any significant slippage in adopted business plans.
- Any significant Risk Management issue.
- Any significant workplace health and safety issue.

CEO Performance Evaluation

To guide the Board in undertaking performance evaluation of the CEO, the following principles will apply:

- Key performance indicators will be established in the CEO performance based contract of employment.
- CEO evaluation is undertaken by the Remuneration and Nominations Committee, with the process coordinated and managed by the Chairperson. This Committee only meets when required for the purposes of appointment of a new CEO and review of remuneration of an existing CEO.
- CEO evaluation will utilise both quantitative and qualitative measures.
- Annual goals (both quantitative and qualitative) will be discussed and agreed by the Board during the November Board meeting following the adoption of the revised Strategic Plan.
- CEO evaluation will occur twice each year – an interim review in January and a full review in August, for discussion at the Board meeting in these months.
- The Chairperson will provide a brief report to the Board, after discussion with the CEO.

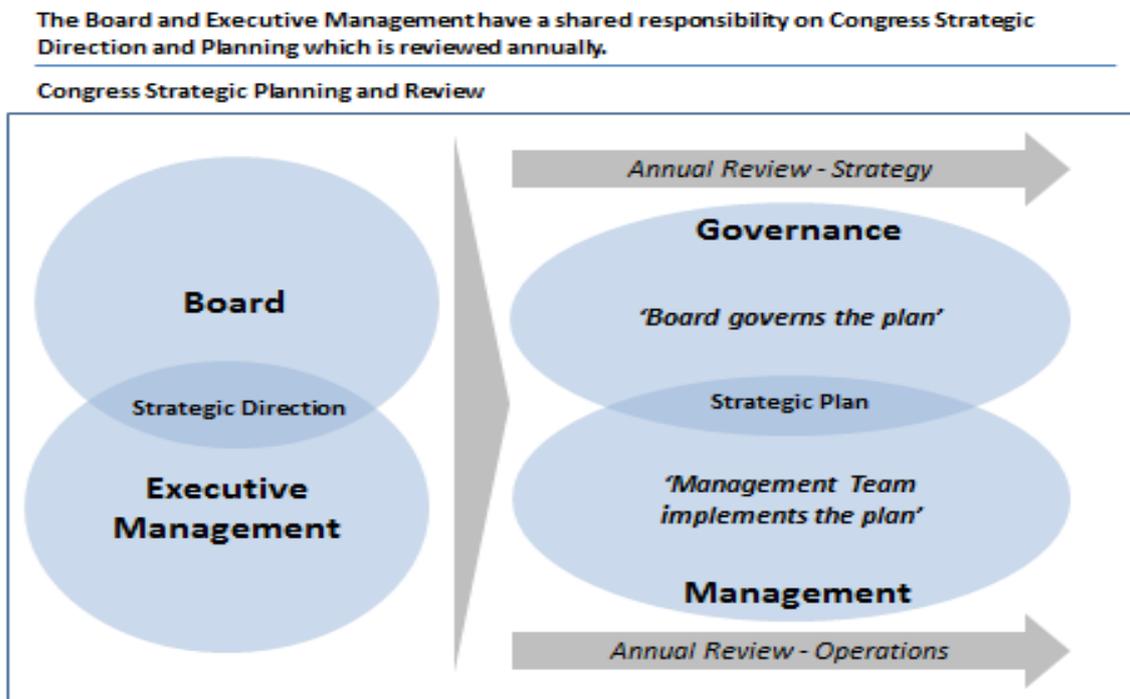
2.5 Differentiating Roles – the Board and Management

The Board's role is to govern Congress rather than to manage it.

It is the role of the CEO and Executive Management to manage Congress in accordance with the direction and delegations of the Board. It is the Board's responsibility to ensure that the strategic direction is being implemented in the manner directed by the Board. It is *not* the Board's role to direct operational activities as this is the responsibility of the CEO.

Diagram 3 illustrates the different but complementary roles of the Board and CEO, and the shared responsibility for developing the strategic direction for Congress.

Diagram 3: The role of the Board and Executive Management



2.6 Authorised Delegations

The Board will ensure that a current Delegations document is in place that outlines the financial and decision making delegations for Directors, CEO and Executive Management and staff. The Delegations need to be effectively communicated and implemented.

The Board will decide which decisions can be made by, and which matters are reserved for, the Board. The Board will determine which Board functions may be handled through delegations to bodies or persons such as Board Subcommittees, the CEO, individual Board members (e.g. the Chairperson) other Directors, the Company Secretary or specified personnel.

Under the **CATSI Act 2006: 274-10 Delegation**, the Board has the ability to assign authority to any individual for any task. This includes:

1. The Directors may by resolution delegate any of their powers to:
 - (a) A committee of directors; or
 - (b) A director; or
 - (c) An employee of the corporation; or
 - (d) Any other person.
2. The delegate must exercise the powers delegated in accordance with any directions of the Directors.
3. The exercise of the power by the delegate is as effective as if the Directors had exercised it.

Neither the Board nor individual Directors can delegate their responsibilities as a Director.

The Board remains ultimately responsible for the actions and decisions of these delegated bodies or persons.

2.7 Board and Board Subcommittees

The Board will establish Subcommittees as required which are required to report back to the Board at points in time. The Board has seven Subcommittees (Finance, Risk and Audit; Governance; Clinics, Human Resources, Research, Women's Health and Men's Health). Subcommittees can be established at the Board's discretion.

2.8 Subcommittee Principles

Principles for the operation of Board Subcommittees are:

- A "Board Subcommittee" exists when it is approved by the Board. This applies to any group that is formed by Board action, whether or not it is called a subcommittee and regardless of whether or not Directors sit on the Subcommittee. It does not apply to subcommittees formed under the authority of the CEO ('operations committees').
- Board Subcommittees are to help the Board do its job. Not to help, facilitate, advise or exercise authority over staff, mirror operational divisions, departments or staff functions nor delegate to any staff unless the CEO has specifically agreed to such delegations.
- Board Subcommittees and their members have no individual authority to participate in the day-to-day management of Congress. This includes making any representations or agreements with members, suppliers, customers, employees or other parties or organisations.
- Board Subcommittees only make recommendations to the Board and may not make decisions on behalf of the Board.
- Board Subcommittees are able to include outside individuals from time to time in order to bring additional skills, experience or networks.

Terms of Reference have been developed for each Board Subcommittee.

Each Subcommittee's Terms of Reference includes:

- Objectives, functions and powers (if any).
- Purpose and responsibilities.
- Membership.
- Subcommittee Chairperson and their duties.
- Arrangements for staffing, resourcing (authorised use of funds), providing access to Congress Executive Management (authorised use of management time).
- Reporting procedures and monitoring schedule of Subcommittee work (include Subcommittee minutes/reports with Board papers).
- Review timeframe (the Board can authorise extension or 'roll over' if required).

The role of the Chairperson of each Subcommittee is to:

- Convene the Subcommittee meetings.
- Run the agenda of the meetings in accordance with the endorsed Terms of Reference.
- Provide a report to the Board after each Subcommittee meeting including actions and recommendations.

3. Board Composition and Operation

3.1 Board Composition

The composition and operation of the Board is determined by the Congress Rule Book. The Board of Directors of Congress consists of eight members elected by the community (Member Directors) and an additional three Independent Directors appointed by the Board.

The Board is comprised of the following Directors:

- Three Member Directors.
- A Chairperson.
- A Deputy Chairperson.
- A Member Director who is a Youth representative.
- Two Member Directors who are Remote representatives.
- Three Board appointed Independent Directors who are not members of Congress and who have the following specialist skills:
 - Primary Health Care Specialist.
 - Financial Management Specialist.
 - Governance and Law Specialist.

All Directors have voting rights in accordance with the Congress Rule Book.

3.2 Term of Office – Member Directors

Member Directors will be elected on rotation for a four (4) year term, so that the appointment of half the Member Directors expires every second year.

Member Directors are appointed at the Annual General Meeting (AGM) held in November each year.

3.3 Election of Office Bearers

The Office Bearers are the:

- Chairperson.
- Deputy Chairperson.

The Office Bearers are elected by the Member Directors for a one (1) year term at the first meeting of the Directors immediately following the AGM.

3.4 Vacation of Office

Directors shall remain on the Board including until they resign office, are required to vacate the office by law or are replaced by the members in accordance with the Congress Rule Book or under the **CATSI Act 2006: 249 Resignation, retirement or removal of directors**.

3.5 New Board Member Induction

The Board recognises the need for a proper induction for all new Directors.

Directors will be provided with an induction package on commencement which outlines the Board's governance processes and their roles and responsibilities whilst serving as a Board member. They will also receive a letter of engagement that sets out their roles and responsibilities.

New Directors will undergo a full orientation induction into their role on the Board. Induction will be conducted by the Company Secretary and other nominated persons in accordance with the Board Induction Checklist Policy. Director Development.

A commitment to ongoing Director development is a commitment to the continuing improvement of Congress. Directors are expected to continue their professional development and learning. As part of the annual budget cycle, the Board will request an allocation of funds to be used for the professional development of Directors. This amount will be determined through consultation between the Directors and the CEO. The amount may vary each year; it will depend upon the needs of the current Directors and the financial position of the organisation.

The allocation of funds and the use of those funds for professional development will be determined by the Board.

Director development should address:

- Governance and Directorship Competencies.
- Industry specific knowledge in regards to primary healthcare as it relates to Aboriginal health.

It is expected that Directors report to the Board on the outcomes of the development programs undertaken (Conference attendance, training course etc.).

3.6 Board and Director Evaluations

The Board commits to undertake an annual evaluation of Board performance prior to each AGM.

From time to time it will also commit to undertaking individual Director performance evaluations. The aim of individual evaluations is to identify competencies as well as professional development requirements.

The Board may engage an independent expert to facilitate the process.

The Board will consider the outcome of the evaluations in a dedicated meeting and develop a plan of action to implement required actions.

3.7 Insurance

Congress has professional indemnity insurance to cover all activities of the organisation. It will also arrange other relevant insurances for directors and officers in relation to the provision of services (e.g. travel insurance, workers compensation etc.).

Congress will indemnify its Directors and Officers for all that is legally permitted and seek appropriate insurance cover for potential liabilities.

Subject to the CATSI Act and the Rule Book, Deeds of Indemnity will be executed in favour of any Directors and Officers including for Directors nominated by Congress as representatives on other Boards.

3.8 Role of Board in endorsing nominations for Member Director position

The Board will conduct due diligence on all applications for nomination to be a Member Director to ensure that the applicants are eligible to be appointed as a Member Director by the membership.

This process of endorsement of applications for nomination may only take into account the whether the applicant satisfies the Member Director eligibility requirements pursuant to the Congress Rule Book. It is not an assessment process against the Member Director selection criteria or any other measures.

Once formal applications for nomination for the Member Director positions have closed, the Governance Subcommittee of the Congress Board will assess the eligibility of each applicant, ensuring:

- a. that the application form is correctly completed and all necessary information supplied; and
- b. that the applicant is a member of Congress; and
- c. that the applicant has not been an employee of Congress or a related corporation within the last two years; and
- d. that the applicant has not been disqualified from managing corporations; and
- e. that the applicant has not been convicted of a criminal offence in the last five years and been sentenced to imprisonment for more than twelve months; and
- f. that the applicant does not have a conflict of interest that would prevent him or her from undertaking the role of Member Director; and
- g. that in making their application the applicant does not have an undeclared conflict of interest in being a Member Director; and
- h. that in making their application, the applicant has not otherwise provided untrue, misleading or inaccurate information.

Once the Governance Subcommittee has made their assessment, they will make a recommendation to the full Board of Directors on the eligibility of all persons applying for nomination to the Board.

The Board will endorse those applicants for nomination who meet the eligibility requirements.

At any stage in the endorsement process, the Board may seek independent professional advice (including but not limited to legal advice) to clarify any issues of eligibility (for example, relating to conflict of interest / material personal interest).

3.9 Independent Directors

Appointment of Independent Directors

Independent Directors are appointed by the Member Directors of the Board and cannot be appointed for a term of more than two (2) years but can be reappointed. The appointment process for Independent Directors is based on merit against the agreed selection criteria and must be open, formal, rigorous and transparent.

The process for the appointment of Independent Directors comprises six steps as follows:

- a. **A selection Panel is established**, consisting of two Member Directors and an external representative with skills, qualifications, experience and knowledge in the relevant area. In setting up the Panel:
- at least one of the Member Directors on the Panel should be either the Chairperson or the Deputy Chairperson;
 - Independent Directors may not sit on the Panel; and
 - no member of the Panel should be a close friend or family member of any applicant or have any other conflict of interest.

Any external representative must be appointed on a pro bono basis unless payment is approved by the Board.

- b. **Applications are invited** for the position of Independent Director for one of the relevant areas above. The process for inviting applications is to be decided by the Panel, but may include:
- advertising in mainstream or Aboriginal and Torres Strait Islander media;
 - using the ORIC Independent Directory which finds matches and allows candidates and corporations to initiate contact with each other;
 - contracting a recruitment agency to find likely candidates; or
 - using personal, community or organisational networks.

All applicants will be provided with copies of the role description and selection criteria for the Independent Director position as well as a package of material about Congress (including at least the Congress Rule Book, Governance Charter, current Strategic Plan, and latest Annual Report or links to this material on the Congress website).

Applicants will be asked to provide a short statement (three pages maximum) addressing their suitability for the role and the selection criteria, a copy of their CV, and the names and contact details of two referees.

- c. **The Panel interviews selected applicants**, on the basis of their suitability for the role as measured against the selection criteria. The Member Directors may provide some direction to the Panel to assist it with determining how best to conduct the short listing and interview process; otherwise the Panel may determine how best to carry out this process itself, including whether and how to seek the views of referees.
- d. **The Panel makes a final list for the consideration of the Member Directors of the Board** of at most three suitable candidate(s) based on their assessment against the selection criteria, noting that one of the desirable selection criteria is that the candidate is an Aboriginal and Torres Strait Islander person. This will include results of the applicants' police check, qualifications, membership eligibility and reference check. The Member Directors of the Board may then invite all or some of these candidates to Alice Springs for an informal 'meet and greet' session with the Board prior to making a final decision.

- e. **The Member Directors of the Board make the final selection** by passing a resolution in a Directors' meeting, that includes the period of appointment for the Independent Director (up to a maximum of two years). The Member Directors must not appoint an Independent Director unless they are satisfied that the applicant recommended by the Panel is suitable.
- f. **The Independent Director is appointed.** This requires:
- a letter of offer to be sent to the successful applicant from the Board Chairperson, confirming the offer, appointment period, duties and remuneration policy;
 - the Board of Directors confidentiality agreement to be completed by the successful applicant;
 - an information package for new Directors to be sent to the successful applicant;
 - receipt from the successful applicant of written consent to become a Director through completing the Consent to become a director form;
 - unsuccessful applicants being informed in writing. If an unsuccessful applicant requests feedback about their performance in the selection process, this should be arranged by the Chairperson, although it may be delegated to another member of the Panel where appropriate; and
 - the Company Secretary or their delegate lodging details of the new Independent Director with the Registrar within 28 days of the change.

Role of Independent Directors

The role of the Independent Director includes:

- a. the same legal duties and obligations as carried by Member Directors under the CATSI Act;
- b. participation in Board activities and functions;
- c. working with the other Directors in a collaborative and supportive manner, providing independent advice while being willing to listen to and learn from the Aboriginal cultural and community perspective of the Member Directors;
- d. attending formally constituted Board meetings up to eight times per year, plus any emergency directors' meeting if/when required;
- e. participating in the meetings of Subcommittees of which they are a member, plus other formal Board processes as required; and
- f. behaving in a manner that is consistent with governance best practice in an Aboriginal community controlled health organisation.

Remuneration of Independent Directors

Independent Directors are remunerated in accordance with the Congress Board Remuneration Policy for Payment of Annual Fees and associated policies and procedures. Remuneration levels are set by the Congress Members at an AGM.

Performance Review of Independent Directors

The performance of each Independent Director shall be reviewed by the Member Directors who may use such external support, if required, to undertake such reviews. A performance review of the Independent Director:

- a. will take place at least three months prior to the expiration of the term of their appointment, and on the basis of this review, the Member Directors shall determine

whether to renew the Independent Director's appointment. Note that an Independent Director must not serve as a Director for a continuous period exceeding six years without a break in service of at least two years; and

- b. may also be carried out after three Board meetings, or at any time during his/her term at the request of either the Independent Director or the majority of Member Directors, with the aim of mutually reflecting on how the Independent Director may continue to enhance the community-controlled decision-making processes of the Board.

4. Board Directors

4.1 Access to Professional Advice

Directors are to exercise judgement on the matters before them. The Board and / or a Director may from time to time need to seek independent, expert, professional opinion on a matter before them.

- If a Director wishes to seek external advice about an issue or particular information, he or she is to discuss the request with the Chairperson.
- The Chairperson will consider the request and discuss with other Directors.
- The Chairperson will ask the Director or the CEO to get a quote on the cost of the external advice, and then make a decision.

Directors do not have the authority to seek independent advice without consulting the Chairperson, unless they are funding the request personally.

Approval for all expenditure associated with independent advice is to be provided by the Chairperson.

Directors must not breach confidentiality obligations owed to the Corporation by taking independent advice.

4.2 Process for the Board to Obtain Independent Legal Advice

A Director or Directors or the Board as a whole is entitled to seek professional legal advice independently of the organisation on the following:

- Interpretation of the Congress Rule Book and its provisions.
- Requirements of the CATSI Act.
- Any other legal matters relating to the roles and duties of Directors.

Such advice may be obtained at the expense of Congress, in accordance with the procedures and subject to the conditions set out below.

The Director must seek the prior approval of the Chairperson (or Deputy Chairperson or Independent Director with responsibility for Governance and Law, as appropriate, having regard to the relevant circumstances).

In seeking such prior approval, the Director must provide details of:

- the nature of and reasons for the independent professional advice to be sought.

- the likely cost of obtaining the independent professional advice.
- details of the appropriately qualified legal practice that the Director proposes to instruct, which must be one of the panel of providers of legal advice as identified by Congress, or otherwise on the advice of the CEO. In either case, the provider of the legal advice must be instructed to provide advice directly to the Director / Director(s) seeking it, and that it is not shared with management and staff without their approval.

The approval of the Chairperson (or Deputy Chairperson / Independent Director as appropriate) must not be unreasonably withheld.

Importantly individual Directors do not have the authority to bind the Corporation in a contract.

4.3 Confidentiality Agreements

Congress Directors must ensure confidentiality of documents and information that is available to them as part of the role. This includes:

- Do not make a record, divulge, or communicate to any person, any information concerning Congress, its affairs or transactions.
- A breach will amount to a serious misconduct and entitle to the Board to dismiss the Director without prior notice.
- The restriction will continue to apply after termination of a Director's term on the Board without limit in point of time but will cease to apply after the following:
 - Information becomes public.
 - Disclosure of information which is required by law.
- Any documents, notes, memoranda, recorded messages, film or diaries relating to the affairs of any person or of Congress made by a Director in the performance of his or her duties, shall remain the property of Congress and must be surrendered upon termination of the Director's term on the Board.

4.4 Communication with External Parties

The Chairperson is authorised to comment on:

- Resolutions to be put to the General Meetings of Congress.
- Changes in Directors, any matter related to the composition of the Board.
- Matters pertaining to the outcomes of the Board or Board processes.
- Other matters specifically related to members.

Directors are authorised to contact Members of matters that are of interest to them.

The CEO is authorised to comment on:

- Congress' future outlook.
- Any operational matters.

4.5 Communication with Internal Parties

Directors have the right to communicate with internal parties within Congress. This can be undertaken in the following ways:

- Via participation on an established Board Subcommittee.
- Through a request via the CEO to speak with a Congress staff member if there is reason to do so.
- Via organised opportunities for the Board to meet Congress staff; for example, during visits to sites, or at celebratory events or functions.

4.6 Director Access to Corporate Material

Directors have a right to inspect documents held by Congress. Directors need to be aware of the confidentiality of the information and to always act in the best interests of Congress.

When seeking information Directors will:

- Approach the CEO to request the required information.
- If the information is not forthcoming, approach the Chairperson.
- If the information is still not forthcoming, write a letter to all Board members and the CEO detailing the request and why it is required.

A Director is entitled to the same information that may be obtained by any Member for personal purposes (such as re-election to the Board) at the Directors personal cost.

4.7 Expense Protocol

Directors are entitled to be paid travel, accommodation and out-of-pocket expenses incurred in connection with a Director's attendance at Board meetings, meetings of Members, or other tasks in the performance of their duties, to the extent as stated in the Congress Rule Book.

No payments will be made in advance and Directors will only be paid according to the amounts and policies in place from time to time.

4.8 Conflict of Interest

A Director who has a material personal interest in a Congress matter must tell the other Directors. This interest may or may not be related to financial matters.

On appointment, Directors will have an opportunity to declare any such interests. These will be entered into Congress' Standing Notice of Directors' Interests Register.

The Director must give details of what the interest is and how it relates to Congress. It must be given at a Director's meeting as soon as possible, and it must be recorded in the Minutes of the meeting.

To ensure Directors have an opportunity to disclose new conflicts of interest, the first agenda item for each Board meeting will be the disclosure of any conflicts of interest.

Any amendments to disclosures are to be tabled at this time and entered into the Conflict of Interest register.

On becoming aware of a Director's potential conflict of interest, it is the responsibility of the Company Secretary to coordinate an assessment of the conflict and the development of a conflict of interest management plan if required. In the event that the conflict is considered significant, to

assist with the assessment of the conflict, a Conflict of Interest Declaration form shall be provided to the Director to be completed and returned to the Company Secretary.

The Board can request a Director to take reasonable steps to remove the conflict of interest. If a Director cannot or is unwilling or unable to remove a conflict of interest, then the Director must excuse himself or herself from the room when discussion and voting occur on matters to which the conflict relates. However, in principle, the Director may view the minutes of the meeting and have access to any decision of the Board relating to that matter unless the relevant conflict of interest management plan states otherwise.

The entry and exit of the Director concerned is to be recorded in the Minutes.

Directors do not have to absent themselves when either:

- A conflict of interest relates to an interest common to all Members.
- The Board passes a resolution that identifies the Director, the nature and extent of the Director's interest and the relation of the interest to the affairs of the company.
- The Board clearly states that the other Directors are satisfied that the interest should not disqualify the Director concerned from discussion and/or voting on the matter.

All Directors must also comply with the Conflict of Interest and Third Party Transaction Policy.

4.9 Related Party Transactions

Related party transactions include any financial transaction between a Director or Officer and Congress and are to be documented at each Board meeting. If Congress wants to give a financial benefit to a Director or related party, it must get the approval of members and follow the procedure outlined in Part 6.6 of the CATSI Act. In addition, Directors are required to acknowledge any gifts or hospitality they have received that bear any relationship with Congress. Gifts or hospitality received by Directors are to be noted in the Board Minutes.

The Board must approve related party transactions. An exemption to this requirement is where the financial benefit is given on arm's length terms. An example of a related party transaction is the awarding of a contract to a company in which a Director is a partner.

The Board has resolved that a Director or Officer shall exclude himself/herself from the approval process where a related party has made an application to them. Related party transactions will be acknowledged and documented in the Annual Report each year to demonstrate transparency and due process.

5. Governance Practice

5.1 Board Meetings

Board meetings are a fundamental component of governance processes.

Each Board meeting is critical as it is the main opportunity for Directors to:

- Establish and review the Strategic Plan.
- Discuss strategic issues and scenarios.
- Obtain and exchange information with the CEO.
- Obtain and exchange information with relevant external parties.
- Obtain and exchange information with each other.
- Establish and review governance policies and delegate authority as necessary.
- Receive reports and monitor the performance of the organisation.

The Board meeting agenda is an important component since it shapes the information flow and subsequent discussion at Board meetings.

5.2 Meeting Frequency

Directors must meet at least every three months. The Board may meet up to eight times a year if necessary at a time and date determined by the Board.

Five days written notice of each Director's meeting called shall be given to each Director by delivering it to him/her personally, posting, faxing or emailing or delivering it to his / her usual place of abode.

5.3 Convening Short Notice Meetings⁴

At times there may be a requirement for the Board to make decisions between scheduled meetings if a matter arises that cannot be delayed until the next meeting. The Chairperson may call a meeting at short notice if required. This may be delegated to the Deputy Chairperson if the Chairperson is unavailable.

In a situation requiring a short notice meeting, any three Directors, of whom one is either the Chairperson or Deputy Chairperson, and at least two are also Members, shall constitute a short-term Directors' meeting. By unanimous resolution these Directors may issue instructions to the Company Secretary and/or employees of Congress. The Directors who meet shall report their reason for the meeting and instructions given, at the following Board meeting.

⁴ The Congress Rule Book provides for 'emergency meetings' of the Board.

5.4 Meeting Attendees

Board meeting attendees include:

- All Directors of the Board.
- CEO (usually at all meetings except when CEO employment related issues are discussed).
- Senior Management as required (may be requested by the Board to make presentations to the Board, provide advice, counsel and/or information and answer questions).
- Any other person invited by the Chairperson to assist with matters under consideration and only to present within the allocated timeframe.
- Company Secretary.

5.5 Meeting Cycle

The Board meets up to eight times per year. To manage the agenda an indicative time cycle as shown in the table below. This time in the cycle allows Directors to seek clarification or further information in advance on ambiguous items.

Item	Due by
Draft Agenda to the Chairperson	21 Days prior to the meeting
Circulate draft agenda to Board and call for any further items to be included as Other Business	14 Days prior to the meeting
All papers are circulated to Board meeting attendees	7 Days prior to the meeting
Draft Minutes circulated	No later than 14 days after the meeting

5.6 Conduct of Meeting

The Chairperson will run the Board meeting. The Chairperson will determine the degree of formality required at each meeting while maintaining the decorum of such meetings. The Chairperson will:

- Ensure that all Directors are heard.
- Retain sufficient control to ensure that the authority of the Chairperson is recognised. This may require a degree of formality to be reintroduced when it is required to make progress.
- Take care that the decisions are properly understood and well recorded.
- Ensure that where discussion and debate requires a decision that it is completed with a formal resolution recording the conclusions reached.

5.7 Director Attendance and Conduct at Meetings

Directors are to provide reasonable forward notification of attendance at (or apology regarding inability to attend) to Board meetings.

Directors must notify the Company Secretary or the Governance Support Officer as soon as possible of if there is a subsequent cancellation or alteration of arrangements. If there is no subsequent notice provided in the case of a cancellation or alteration of arrangements, all associated costs will be incurred upon the individual Director.

All Directors attending Congress Board Meetings are expected to remain until the conclusion of the Board meeting. However, those Board members who must leave earlier must receive special permission from the Chairperson in advance and prior to your travel bookings being made. This ensures that all Board business is completed with a legal quorum.

Directors are expected to 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:

- Acting in accordance with the Congress Rule Book and governing policies.
- Acting in a professional manner that is consistent with the letter and spirit of this Charter.
- Preparing thoroughly for each Board or Subcommittee event.
- Addressing issues in a respectful manner.
- Using judgment, common sense and tact when discussing issues.
- Ensuring that others are given a reasonable opportunity to put forward their views (i.e. refraining from interruption or interjection when another person is speaking).
- Contributing to the orderly and good-spirited conduct of the meeting.

Directors are expected to be forthright in Board meetings. They have a duty to question, request information and raise any relevant Board issue. They are required to fully canvas all aspects of any relevant Board issue confronting the responsible governing of Congress. Directors are expected to cast their vote on any resolution according to their own decision after forming their own independent opinion and judgement on the matter under consideration.

At the conclusion of each Board meeting, the Directors will agree on items for public disclosure to be included in any Board Communiqué.

5.8 Quorum and Voting at Meetings

A majority of the Directors must be present at all times during the meeting. A quorum of Directors must be present in order for a decision of the Board to be valid. A quorum shall consist of one half (or where one half is not a whole number the whole number next higher than one half) of the number of Directors.

Decisions shall be made by majority of votes by Directors present and entitled to vote at Board meetings.

5.9 Minutes of Board and Subcommittee Meetings

Minutes of Board and Subcommittee meetings are important and form part of the official record of proceedings and resolutions. Minutes are recorded within two weeks and should:

- Document the decisions.
- Highlight where there were areas of dissent or disagreement (where appropriate).
- Clarify the Board's intent in particular matters.

Minutes of the meeting are circulated to the Board members. Once verified they are signed by the Chairperson prior to or at the next Board meeting.

The Board can meet out of session where required. Minutes from these meetings are recorded in the same way as normal meetings.

6. Board Meeting Agenda and Papers

6.1 Agenda

The agenda should be included with notice of the meeting and needs to set out items of business to be dealt with in the meeting.

Agenda Preparation includes:

- The Chairperson ensures that meeting content will only include those issues which according to this Charter fall under the responsibility of the Board.
- The CEO's responsibility to work in consultation with the Chairperson to prepare the agenda for each Board meeting.
- The agenda is prepared 21 days prior to the next meeting.
- The agenda and Board papers will be provided to the Directors at least seven (7) days prior to a meeting.

Correspondence to the Board protocol includes:

- Correspondence addressed to the Board should be presented with any required draft reply prepared by Management. It is the responsibility of the CEO to ensure the draft reply meets the Board's expectations.
- Major correspondence will be included in the Board papers, unless such correspondence is received between the circulation of Board Papers and the Board meeting. If that is the case it can be tabled at the meeting. Major correspondence will normally be "For Noting".

6.2 Board Papers

Preparation and Circulation of Board Papers:

- The CEO is responsible for the preparation and circulation of Board papers.
- The Chairperson should meet with the CEO and the Company Secretary prior to each meeting to consider the papers or any other information supporting each draft agenda item.
- Board papers should be written succinctly. They should follow a consistent format and clearly identify the issues, (and if required) stating the resolution recommended.

If a Board paper relates to a matter in which there is a known conflict of interest with a particular Director, the Company Secretary will advise the CEO to remove the relevant Board paper from the set of Board papers sent to that Director.

Retention of Board Papers:

The Company Secretary maintains a complete set of Board papers at Congress' head office. Individual Directors may also retain their own Board papers in a secure location.

Electronic access to papers:

Board and Subcommittee papers and other governance documentation including charters, policies and plans are provided electronically through a board portal which is administered by the Company Secretary. Directors have access to the Board portal via a secure login and password.

Congress uses a Board portal to reduce the need for distribution of hard copy Board papers and increase the efficiency of Board and Subcommittee meetings by ensuring that relevant information is provided to Directors in a timely manner and is also retained in a secure location for long-term, electronic access.

Directors have an obligation to protect the confidentiality of information stored in the Board portal.

Note-Keeping on Board Papers:

- The only records of Board meetings are the official records kept by Congress under the requirements of the CATSI Act.
- Board members may choose at their discretion to keep their own personal notes or comments on Board papers.
- Individual Board members should be aware that the personal notes and comments they choose to make are discoverable under law and so should proceed with caution in this regard.

6.3 Board Calendar

The Board Calendar will schedule all Board meetings as well as other major Board and corporate activities. These may include:

- Regular Board meetings.
- Annual returns/report and AGM.
- Scheduled Subcommittee meetings.
- Annual strategic direction formulation review workshop.
- Scheduled executive management presentations.
- Policy monitoring schedule.
- Regulatory compliance schedule - key corporate compliance dates.
- Board/director performance evaluation/review.
- CEO performance evaluation/review.
- Stakeholder relationship priorities.
- Key “Industry” events.

7. Role of the Chairperson

The Chairperson's role is a key one within Congress. The Chairperson is considered the "lead" Director and utilises his/her experience, skills and leadership abilities to facilitate the Congress governance processes and ensure that the Board accomplishes its role.

Position Description for the Chairperson

Board Leadership

The Chairperson will:

- Ensure the Board operates as an inclusive, well-functioning team.
- Provide guidance to Board members on what is expected of them as Directors.
- Set the tone and foster an ethical Board culture.
- Monitor that all the Board members behave in accordance with the Charter and take appropriate action in cases of non-compliance.
- Ensure the Board has fully considered and approved an effective strategy for Congress.
- Ensure that the Board is participating in setting the policies of Congress.
- Ensure that there is adequate monitoring, pursuit and performance of Congress goals.
- Initiate the process of regular and structured evaluations of the Board and Directors in accordance with the procedures laid out in this Charter.
- Ensure that all new Directors undergo an appropriate induction program.
- Review with all Directors on a continuing basis their development needs and ensure that appropriate development occurs.

Ensuring Effective Board Meetings

In managing the Board, the Chairperson will:

- Together with the CEO, establish an annual Board calendar which ensures that the Board undertakes all its key responsibilities throughout the year.
- Establish an agenda for Board meetings in consultation with the CEO.
- Together with the CEO, ensure that appropriate Board papers are prepared and that the Board has the necessary information to ensure effective decision making.
- Chair all Congress Board meetings and conduct and facilitate Board discussions, decide on matters of order and guide the business in Congress Board meetings as set out on the agenda, in the time available.
- Convene Board meetings as per the requirements of the Congress Rule Book.
- Ensure the effectiveness of the Board meetings, so that:
 - Time is allocated effectively.
 - The right matters are considered during the meeting.
 - Matters are considered carefully and thoroughly.
 - All Directors are given the opportunity to effectively contribute.
 - Matters requiring decisions are resolved and noted.
- Together with the CEO, brief all Directors in relation to issues arising at Board meetings.
- Ensure Board decisions are properly implemented.
- Vote by using a deliberative vote and where necessary a casting vote.
- Sign the official Minutes after they have been adopted.

Management Relations

The Chairperson will:

- Be the principal point of contact between the Board and Management, in particular the CEO.
- Communicate with the CEO to ensure the Board is kept up to date on all relevant matters.
- Regularly review, with the CEO and such other Executive Management as appropriate, progress on important initiatives and significant issues facing Congress.
- While the CEO is the primary contact for operations matters, the CEO may call upon the Chairperson for assistance in dealings with:
 - The general public, customers, suppliers and employees.
 - Government and regulatory authorities.
 - Other key industry stakeholders.
- Provide mentoring for the CEO.
- Initiate and oversee the annual CEO evaluation process.

Stakeholder/Member Relations

The Chairperson will:

- Chair Annual General Meetings and special meetings of stakeholders/members.
- Be the spokesperson for Congress at the AGM and in the reporting of performance and profit figures.
- Be the spokesperson for Congress on all governance matters.
- Use his/her contacts where appropriate to assist Congress.
- Represent stakeholders' views to Congress Management.

Delegations

The Chairperson is "first among equals" on the Board and as such has no additional power or authority above that of any other Director. The exception to this is the Specific Responsibilities listed above and the following delegations:

- The Board delegates to the Chairperson the right to make any reasonable interpretation of the Board's words and intention in dealings with staff, members, suppliers and other stakeholders.
- The Board delegates to the Chairperson the approval of the CEO's leave and requests such as expense claims and professional development.

Succession Plan for Chairperson

It is the responsibility of the Chairperson to ensure that there is a succession plan for the role of the Chairperson. This will involve:

- Discussing with Directors who may aspire to the role of Chairperson their development needs and, where possible and appropriate, assist such Directors in their development as a potential Chairperson.

- As far as possible, ensure that several Directors have had chairing experience of Board Subcommittees and have undertaken other activities which would assist these Directors to take the role of Chairperson if the position becomes unexpectedly vacant.
- Where possible, giving sufficient notice to the Board of any decision to step down from the position of Chairperson so that the remaining Directors can give full consideration to the election of a new Chairperson.

8. Role of the Deputy Chairperson

The Deputy Chairperson is appointed by the Member Directors. The role of the Deputy Chairperson is to convene a short term meeting of the Board in the absence of the Chairperson in accordance with this Charter.

9. Role of the Company Secretary

The Congress Rule Book states that the Directors shall appoint a person who is at least 18 years old as Company Secretary of Congress. The nominated person must give Congress their consent to become the Company Secretary in writing prior to being appointed.

The role of Company Secretary shall be allocated to a suitably skilled professional staff, supported by a clear role description.

- The terms and conditions for the role of Company Secretary will be determined by the Directors and shall include but is not limited to:
 - Tenure.
 - Remuneration.
 - Duties.
 - Reporting line.
 - Appointment on subcommittees.
 - Independent legal advice.
 - Directors' insurance.
 - Corporation policies.
 - Confidentiality.
 - Conflicts of interest and Duty of disclosure.
 - Performance review.

Congress must send the Registrar the Company Secretary's personal details within 28 days after they are appointed, using the *Notification of a change to corporation officers' details* form.

The Company Secretary must pass on any correspondence received to at least one of the Directors within 14 days' of receipt.

10. Records

The following must be kept at Congress' registered office:

- Minutes of meetings (in writing or as an audio or video recording).
- Congress Rule Book.

- Register of Members and former Members.
- Names and address of Directors, Officers and the Company Secretary.
- Financial records required by the CATSI Act.
- The Chairperson shall ensure that proper Minutes are kept of general meetings, Directors' meetings, Subcommittee meetings and emergency Directors' meetings, and that those minutes are distributed to Directors as requested.

11. Finances

All Congress money must be deposited into Congress' bank account.

The Directors shall determine how all payments by Congress are authorised and executed.

Congress must give receipts for all money it receives.

11.1 Financial Reporting

Congress is committed to implementing best practice financial management across the organisation.

The General Manager Business Services (or designated role) may be invited to attend Board meetings to report and talk to the financial reports. The financial reports to the Board are required to be:

- Accurate.
- Compliant with CATSI Act requirements.
- Prepared in accordance with Australian Accounting Standards.
- Presented clearly and in an understandable manner, supported by graphs and diagrams.

Appendix A – Policies and Additional Information

<p>Policies</p>	<p><i>NB: The required list of Board policies is to be discussed and endorsed by the Board, with input from the CEO and Executive Management. The list below represents policies and documents current at the time this Charter is approved. This list shall change and be updated from time to time and may be amended by administrative process from time to time.</i></p> <ul style="list-style-type: none"> • Whistleblower Policy • Board Remuneration Policy for Payment of Annual Fees • Management of Feedback to Board of Directors Policy • Corporate Credit Card Policy and Corporate Credit Card Procedure • Procurement Policy and Procurement Procedure • Delegation of Authority Policy • Board Induction Checklist Policy • Clinical Governance Policy • Conflict of Interest and Third Party Transactions Policy • Internal Audit Policy • Research Policy • Communications Policy • Gender Balance on the Congress Board Policy • Eligibility for Congress Services Policy • Confirmation of Aboriginality Policy • Representing Central Australian Aboriginal Congress Policy • Risk Management Policy • Financial Statement Audit Policy • Enterprise and Investment Policy • Administration Fees Policy • Quality Policy and Objectives • Trial Incentive Plan - Clinic Teams Policy and Trial Incentive Plan Procedure
<p>Other Documents - Reference</p>	<ul style="list-style-type: none"> • Congress Rule Book • Congress Organisation Chart • Conflict of Interest Disclosure Form • Conflict of Interest Register • Standing Notice of Interest Register • Congress Member Charter • Terms of Reference – Finance, Risk and Audit Subcommittee • Terms of Reference – Research Subcommittee • Terms of Reference – Clinics Subcommittee • Terms of Reference – Human Resources Subcommittee • Terms of Reference – Governance Subcommittee

- Terms of Reference – Male Health Subcommittee
- Terms of Reference – Women’s Health Subcommittee
- Delegations Register
- CAAC Enterprise Agreement
- Congress Workforce Development and Engagement Plan

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