

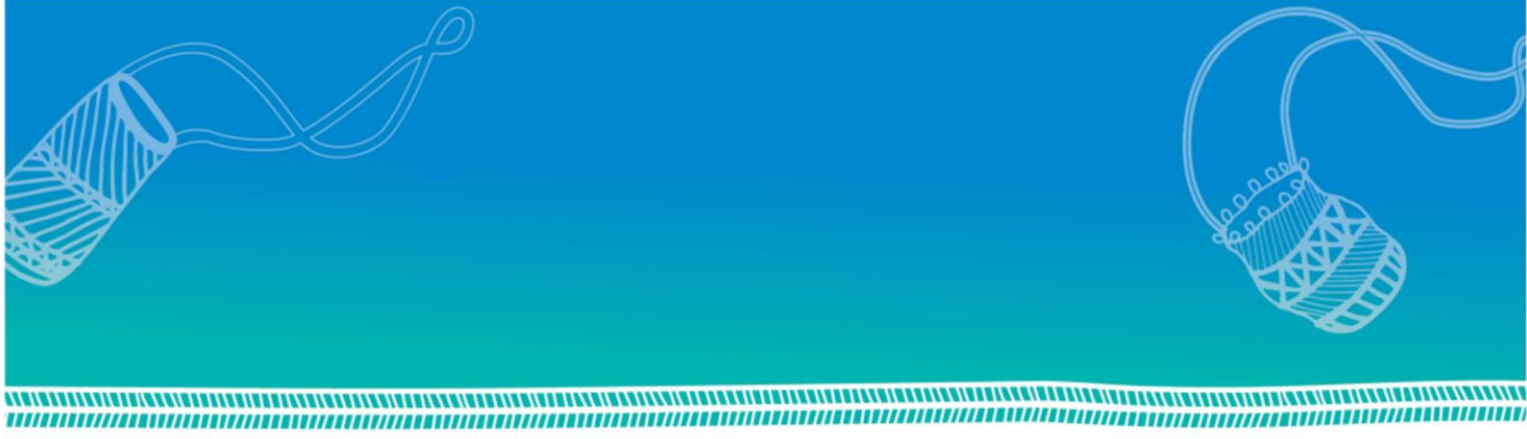


Danila Dilba
Health Service

Board Charter

GOV001

Approved	February 2023
Next review	February 2025



Category		DDHS DEPARTMENT NAME	Policy number: GOV001	
Related forms, policies and procedures		<ul style="list-style-type: none"> • Danila Dilba Company Constitution • Directors' Conflicts of Interest Policy • Delegations of Authority Policy • Delegation Manual • Independent Professional Advice Policy • Client Service Charter • Code of Conduct • Deed of Indemnity 		
Relevant legislation		<ul style="list-style-type: none"> • <i>Corporations Act 2001</i> (Cth) • <i>Australian Charities and Not-for-profits Commission Act 2012</i> (Cth) (ACNC Act) 		
References and resources		<ul style="list-style-type: none"> • RACGP Standards for general practice, 5th edition, 2013: <i>Standard 2.1.1: Respectful & culturally appropriate care</i> • Australian Institute of company Directors 		
Created by		Company Secretary	DATE 17.02.23	
Approved by		Board	DATE 19.05.23 RES21-2023	
Review Responsibility and Frequency		Company Secretary	FREQUENCY Every two years	
Version	Modified By	Summary of Changes	Approved By	Date
7.	Company Secretary	In new policy template, updated to reflect the transition from ORIC to ASIC, the Governance Standards set out by the ACNC, the new Company Constitution and Delegations Manual. Also includes additional responsibilities of the Chair (pts f and g), ability to select External Auditor (if required), and removes reference to Confirmations of Aboriginality.	Board	24.02.23
8	Company Secretary	Specifying the Chair (or Deputy Chair if Chair unavailable) as the Line Manager of the CEO for authorising entitlements, including "Terms of Reference" adjacent to committee charter, amending policy review period to every two years, editorial amendments.	Board	19.05.23

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1 PURPOSE

The purpose of this charter is to document the responsibilities, powers and governance framework for the operation of the Board of Danila Dilba Biluru Binnilutlum Health Service Limited (**DDHS/Danila Dilba**).

DDHS is a large not for profit company registered under the Corporations Act and ACNC Act. DDHS is subject to the Corporations Act, ACNC Act and the DDHS Constitution (**Constitution**). If there is any conflict between this charter and the Constitution, the Constitution prevails.

The Board derives its authority from, and is accountable to, the members of DDHS. The powers and duties of the Board are governed by the Constitution and at law.

In carrying out its responsibilities and powers, the Board of DDHS will at all times recognise its over-riding responsibility to act honestly, fairly, diligently and in accordance with the law in serving the interests of DDHS's members, employees and the community.

2 POLICY STATEMENT

The objectives of the Board are to provide leadership, governance and oversight of the running of DDHS on behalf of all members.

The role of the Board is to set the strategic direction for the organisation, to monitor managements' progress and the performance of DDHS in implementing its strategic priorities and to exercise risk oversight.

2.1 RESPONSIBILITIES

The responsibilities of the **Board** are to:

- (a) determine and maintain the vision, mission and values of DDHS;
- (b) set and review the medium and long term strategic goals of DDHS in consultation with the CEO;
- (c) approve annual business plans and budgets;
- (d) monitor business performance and progress against the strategic direction it has set;
- (e) provide fiduciary oversight of DDHS's assets, financial position and legal and taxation obligations;
- (f) approve large investments and major financial decisions (outside those outlined in the Delegations Manual);
- (g) ensure that appropriate risk identification and risk management systems are in place;
- (h) monitor the effectiveness of both clinical and non-clinical internal controls, compliance and reporting systems;

- (i) establish and maintain appropriate standards of corporate governance and ethics;
- (j) appoint, evaluate and where appropriate remove the Chief Executive Officer; and
- (k) communicate and engage with stakeholders including members, employees, clients and government.

The duties of an **individual Director** as set in the ACNC's Governance Standard 5 are to:

- (a) act with reasonable care and diligence
- (b) act honestly and fairly in the best interest of DDHS and for its purposes
- (c) not to misuse their position or information they gain as a Director
- (d) to disclose conflicts of interest
- (e) to ensure that the financial affairs of DDHS are managed responsibly
- (f) not to allow DDHS to operate while it is insolvent.

The responsibilities of the **Chair** (and the Deputy Chair if the Chair is unavailable) are to:

- (a) lead and ensure the effective functioning of the Board;
- (b) ensure that the Board and its committees are properly informed and are provided sufficient information to form appropriate judgements;
- (c) promote open and constructive communications amongst Board members;
- (d) interface with the Chief Executive Officer as the primary contact between the Board and management;
- (e) authorise, in advance, any travel (and related expenditure) and claims for reimbursement of expenses by the Chief Executive Officer and be the delegated Line Manager of the CEO for authorising CEO entitlements
- (f) actively support the selection process for new Board members and oversee the succession plan for the Board and CEO; and
- (g) determine, in conjunction with the CEO and Company Secretary, the agenda for Board meetings.

2.2 POWERS

The business of DDHS is managed under the direction of the Board.

The Directors together may exercise all the powers of DDHS except for those powers that by law or the Constitution are required to be exercised in general meetings.

The Board may delegate any of their powers to single delegates or committees of Directors; a Director; an employee of DDHS or any other person.

Management and day-to-day running of DDHS is delegated by the Board to the Chief Executive Officer with the exception of the matters set out below which are specifically reserved for decision by the Board or delegate of the Board:

Business and financial matters:

- (a) approval of the strategic plan;
- (b) approval of annual business plans and budgets;
- (c) approval of the annual report (including the Director's report and audited financial report);
- (d) selection and appointment of the external auditor as required;
- (e) approval of any merger, acquisition or joint venture;
- (f) giving of any guarantee to a third party, subsidiary or other business entity;
- (g) purchase, sale or lease of any real property except for leases of not more than 24 months that are within the financial delegation of the CEO;
- (h) entry into, increase to or renewal of any borrowing facility, including an overdraft facility, which is outside of that specified in the current Delegations Manual;
- (i) approval of applications for new funding not consistent with current strategic priorities;
- (j) approval of funding agreements from new funders and/or for new programs over \$500,000 over term of the contract;
- (k) the creation of any non-clinical position with an annual base salary in excess of \$150,000.
- (l) initiation or settlement of any litigation or claim (including employee litigation or claims) with an estimated value in excess of \$150,000; and
- (m) authorisation (in advance) of the following expenditures:
 - non-capital expenditure in relation to the procurement or payment of goods and services in excess of \$150,000;
 - land, building and other matters in excess of \$500,000 per contract;
 - disposal of assets with a write down value in excess of \$50,000.

Appointments:

- (n) appointment and removal of the Chief Executive Officer, including terms and conditions of employment and remuneration;
- (o) appointment and removal of independent Directors;
- (p) appointment of a Director to fill a casual vacancy;
- (q) appointment and removal of the members of Board committees; and
- (r) appointment and removal of the secretary, including remuneration.

Membership:

- (s) acceptance or rejection of membership applications.

Policies, procedures and charters:

- (t) approval of Board policies; and
- (u) approval of this charter and the charters (Terms of Reference) of Board committees.

2.3 COMPOSITION

The Board will consist of a Chair; deputy Chair; a Larrakia Director; two Independent Directors, and three further Directors - being eight Director positions in total.

No Director will hold any Director position for more than a period of six consecutive years.

The Chair is responsible for leadership of the Board.

A majority of Directors will be individuals who are Aboriginal people that usually reside in Australia and are members of DDHS.

Independent Directors will be independent on account that they are not members or employees of DDHS or a relative of DDHS' CEO and have no financial interest in DDHS's activities.

Employees of DDHS and relatives of the DDHS CEO may not be Directors.

2.4 MEETINGS

The Board will meet at least four times in every calendar year at such place, times and formats as it may determine. It is expected that the Board will meet six times a year.

Meetings may be held using any technology consented to by all Directors.

The quorum for meetings is a majority of currently appointed Directors. The quorum must be present at all times during the meeting.

From time to time the Board will meet without management present.

All Directors are entitled to be heard at all meetings and should bring an independent judgment to bear in decision-making.

The secretary, or another person appointed by the Board, takes minutes of the proceedings of all Board meetings.

2.5 COMMITTEES

The Board has established an Audit and Risk Management Committee to assist it in fulfilling its duties and responsibilities. Each committee has its own charter and if granted delegations by the Board these will be set out in the Charter (Terms of Reference) and in the Delegations Manual.

Directors may attend any committee meeting subject to prior notification to the Chair of that Committee.

2.6 INFORMATION AND ADVICE

Directors receive timely, regular and appropriate information to enable them to fulfil their duties.

The Board will have unlimited access to all DDHS clinics, documents, reports, records (excluding client records) and personnel in pursuit of its objectives.

Where reasonable to do so, the Board may obtain external professional or consultancy advice on matters under consideration at the expense of DDHS.

Individual Directors are able to obtain independent professional advice at DDHS's expense in accordance with the policy for Directors to take independent advice adopted by the Board.

2.7 CONFLICTS

A Director must disclose any direct or indirect interest that is, or could be perceived as being, a conflict of interest as soon as the Director becomes aware of such an interest.

Conflicts of interest disclosed by Directors are managed in accordance with the policy for managing Directors' conflicts of interest adopted by the Board.

2.8 INDUCTION

New Directors will be provided with a comprehensive induction shortly after appointment.

2.9 PROFESSIONAL DEVELOPMENT

The Board supports Directors undertaking professional development. Directors may obtain training to develop and refresh their skills and knowledge in areas likely to be required, or of benefit, in carrying out their duties at DDHS's expense.

2.10 BOARD EVALUATIONS

The Board undertakes an annual evaluation of its own effectiveness and that of individual Directors, consistent with the principles of good corporate governance. The Board may engage an independent expert to facilitate the process.

3 SCOPE

This Charter applies to all DDHS Directors and sets out the Framework for the delegations which may be established and are set out in the Delegations Manual.

4 RESPONSIBILITY

The Board has collective responsibility for implementing this Charter. The Secretary in consultation with the Directors is responsible for reviewing the Charter every two years.