



Danila Dilba
Health Service

INDEPENDENT PROFESSIONAL ADVICE

This policy describes the process for the Board and individual directors to obtain independent professional advice at the expense of Danila Dilba Health Service.

Category:	Board	Policy number:	GOV008
Version:	2.0		
Author:	Executive Officer		
Approved by:	The Board of Directors		
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Relevant legislation:	Corporations (Aboriginal and Torres Strait Islander) Act 2006		
Related documents:	Danila Dilba Rule Book		

Version control:		
Version	Date	Summary of changes
2.0	23.02.18	<p>Protocol for Directors Obtaining Expert Advice removed from Directors Code of Conduct and made a stand-alone policy.</p> <p>Procedure amended so that professional expert advice can be sought by a Director without being arranged through the CEO, subject to consent from the Chair.</p>

1. PURPOSE

1.1 The Rule Book of Danila Dilba Biluru Binnilutlum Health Service Aboriginal Corporation (**DDHS**) provides that:

- (i) in the course of making any decisions or considering any proposed resolution, the Board shall be provided with the information they need to efficiently discharge their duties; and
- (ii) any director may take such independent legal, financial, or other advice as he or she considers necessary at DDHS's expense provided that the advice sought is in writing, is directly relevant to DDHS 's affairs and the Chair's consent has been obtained.

2. OBJECTIVE

2.1 The aim of this policy is to set out the procedure for the Board of DDHS and individual Directors to obtain external professional advice at the expense of DDHS.

3. PROCEDURE

3.1 The Board of Directors:

- a) The Board *collectively* oversees the running of DDHS and makes decisions about the affairs of the corporation.
- b) The Board may, by resolution, decide to take external professional or consultancy advice on matters under consideration.
- c) Provided the Board is acting in good faith, it is reasonable for the Board to do so at the expense of DDHS.
- d) Where the Board has resolved to take external professional or consultancy advice, such advice will be obtained by the Chief Executive Officer or his/her delegate.

3.2 Individual Directors:

- a) Directors should exercise the right to take individual expert professional advice sparingly and only in circumstances where the Director has a legitimate and significant reservation which the Board, management and the corporation's professional advisers (as appropriate) are not able or willing to address the reasonable satisfaction of the Director.

- b) The Director shall give notice in writing to the Chair of his intention to seek independent professional advice under this policy, including the nature of and the reasons for the independent advice, the details of the professional advisor he proposes to instruct and an indication of the likely costs involved.
- c) Following receipt of the notice, the Chair shall convene a committee comprised of the Chair, Chief Executive Officer and one other Director (excluding the Director seeking the independent advice) to consider the request.
- d) The Director will be provided written confirmation which shall state whether or not the fees for the professional advice sought are payable by DDHS. Consent will not be withheld unreasonably.
- e) Independent advice for the purposes of this protocol shall include legal advice and the advice of accounts and other professional financial advisers on matters of law, accounting and other regulatory matters, but shall exclude advice concerning the personal interests of the director concerned.
- f) Provided that any privilege attaching to the advice is not compromised, any advice obtained under this policy shall be fed back to the Board and made available to other Directors on request.

4. REVIEW OF POLICY

This policy will be reviewed by the Board at least every two years or more frequently as required.