

DDHS BOARD - KEY ELEMENTS AND ISSUES RELATING TO AN EFFECTIVE CORPORATE GOVERNANCE FRAMEWORK

Board structure, composition and membership	Boardroom conduct, relationships and performance	Regulatory disclosures and stakeholder communications	Robust risk management and compliance processes	Corporate responsibilities	Strategy, planning and monitoring	Effective and appropriate committee structures	Relationship with management
<p>Board Charter</p> <p>Director selection and appointment processes</p> <p>Director independence and objectivity</p> <p>Formal letters of appointment to directors</p> <p>Directors' Code of Conduct</p> <p>Separation of Chairperson and CEO</p> <p>Skills/selection criteria for Chairperson and all directors</p>	<p>Agreed and understood roles and responsibilities</p> <p>Composition and organisation</p> <p>Induction & training</p> <p>Access to and relationship to independent advisors</p> <p>Management/board relationship</p> <p>Performance evaluation</p> <p>Board agenda, reporting, papers and minutes</p> <p>Frequency, conduct, management and outcomes of meetings</p> <p>Confidentiality of discussions</p> <p>Annual performance review</p>	<p>Communication with members and key stakeholders</p> <p>Annual Report disclosures</p> <p>Clear operational instructions and guidance:</p> <ul style="list-style-type: none"> • Delegations of authority • Conflicts of interest • Policies and procedures • Definitions of role and responsibilities <p>Clearly defined and well managed relationships with stakeholders and regulators</p> <p>Continuous disclosure obligations</p>	<p>Policy/framework</p> <p>Board commitment, oversight and review</p> <p>Accountability</p> <p>Risk processes:</p> <ul style="list-style-type: none"> • Risk identification • Risk assessment • Risk response <p>Robust appropriate internal control and statutory and regulatory compliance frameworks</p> <p>Communication and training</p> <p>Monitoring, reporting and certifications</p> <p>CEO/CHO statements:</p> <ul style="list-style-type: none"> • Financial reports present true and fair view • Effective and efficient risk management and control <p>External auditor</p> <p>Internal audits</p>	<p>Code of Conduct</p> <ul style="list-style-type: none"> • Commitment to members, clients and stakeholders • Ethical standards • Expectation of employees • Privacy • Compliance <p>Conflicts of Interest</p> <p>Compliance with funding agreements</p> <p>Procurement and financial delegations</p> <p>Employee relations</p> <p>Work health and safety</p> <p>Fraud, corruption and whistleblowing</p>	<p>Vision and Mission</p> <p>Strategic Planning</p> <p>Annual Business Plan</p> <p>Annual Budgets</p> <p>Monitoring and evaluation</p> <p>Management performance, monitoring and assessment</p> <p>Management succession planning</p> <p>Business Continuity plan</p> <p>Emergency and Disaster recovery plans</p>	<p>Charter and clarity in roles and responsibilities /TORs</p> <p>Structure</p> <p>Skills/selection criteria for independent Chair, committee members, terms of appointment</p> <p>Independence and objectivity</p> <p>Frequency of meetings</p> <p>Induction and training</p> <p>Relationships with third parties/access to external advice</p> <p>Annual performance review</p> <p>Relationship with and reporting to the Board</p>	<p>Clarity of roles and responsibilities</p> <p>Value adding</p> <p>Open and honest</p> <p>Consultative</p> <p>Accessible</p> <p>Accountable</p> <p>Appropriate performance based remuneration</p> <p>Objective performance measures</p>