



Board Charter

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1. Overview

This Charter sets out the main principles adopted by Cancer Council NSW (**Cancer Council**) and its Board to develop, implement, and maintain a culture and standard of good corporate governance for both internal and external stakeholders.

The Board is committed to ensuring that principles of good governance are implemented openly and with integrity, pursuing the true spirit of good corporate governance, commensurate with the organisation's needs.

The matters set out in this Charter are subject to the *Corporations Act 2001 (Cth)*, the *Australian Charities and Not-for-profits Commission Act 2012 (Cth)* (ACNC Act) and the Cancer Council Constitution. The purpose of preparing and detailing the matters set out in this Charter is to:

- formalise procedures to help ensure that Cancer Council and the Board act in a transparent and dutiful manner in both its internal and external dealings
- ensure that appropriate checks and balances are in place to monitor the operations of Cancer Council and those charged with its management provide for a transparent method for stakeholders to evaluate the performance of Cancer Council from a corporate governance perspective.

2. Governance structure

The governance structure of Cancer Council consists of a Board of Directors, supported in its functions by Committees. These Committees may in turn be supported by sub-Committees, as may be determined from time to time.

3. Role and functions of the Board

The role of the Board is to provide strategic oversight and direction for Cancer Council's activities and ensure that organisational activities are aligned with its mission.

Generally, the powers and obligations of the Board are governed by the Corporations Act, the ACNC Act and the general law. Without limiting those matters, the Board expressly considers itself responsible for the following:

- (a) protecting, promoting, and preserving Cancer Council's reputation and standing as a community charity
- (b) setting strategic direction and ensuring resources are aligned accordingly
- (c) ensuring a system of corporate governance which is compliant with the Corporations Act, the ACNC Act and Cancer Council's Constitution, and good practice
- (d) reviewing and ratifying systems of risk management, compliance and control and ensuring appropriate risk management controls are implemented
- (e) approving the annual budget
- (f) reviewing and approving the annual report and financial statements
- (g) appointing external and internal auditors and approving their respective annual audit fees

- (h) approving and monitoring the progress of major capital expenditure, capital management and acquisitions and divestitures
- (i) appointing, appraising, and removing the Chief Executive Officer (CEO) and the Company Secretary
- (j) setting, monitoring, and ensuring appropriate implementation of the remuneration policy
- (k) monitoring:
 - (i) the performance of Cancer Council and implementation of strategy
 - (ii) the performance of senior management
 - (iii) financial performance
 - (iv) communication with stakeholders
 - (v) the effectiveness of internal control in managing risks
 - (vi) compliance with key policies, laws, and regulations
- (l) creating, overseeing, and appointing people to Committees and Sub-Committees where appropriate to assist in the Board's functions and powers
- (m) reporting to members and the community on Cancer Council's performance
- (n) implementing appropriate strategies to monitor performance of the Board in implementing its functions and powers
- (o) using the Common Seal in accordance with the Constitution
- (p) any matters in excess of the limits delegated to the CEO and senior management.

4. Board composition

The Board is made up of ten Directors as follows:

- six Directors elected by members to represent Cancer Council's community
- four Directors appointed by the Board.

At least two of the Directors must have their principal place of residence outside of the Sydney region.

Directors are not offered remuneration. Directors may seek reimbursement for expenses legitimately incurred in travelling to attend Board, Committee, or general meetings, with the prior approval of the Chair.

5. Board appointments

Elections to Cancer Council Board, for the six positions available, are held at General Meetings of the members. Retiring Directors are eligible for re-election to the Board if they have not already completed three terms of office.

Replacement of any of the four appointed Directors, whose term of office has concluded, is undertaken by the Board as soon as is reasonably practicable.

In appointing Directors, in addition to personal qualities, skills and experience, the Board shall consider the diversity of the Board with respect to gender, age, ethnicity, socio-economic and cultural background and other similar factors.

6. Term of office

A Director's term of office is three years effective from the date on which they are elected/re-elected or appointed/ re-appointed to the Board.

Directors remain on the Board for their three-year term unless:

- they die,
- they resign,
- they are absent without the consent of the Directors from three consecutive meetings of the Directors and the Board resolves that the office of that Director be vacated,
- they become insolvent,
- they are prohibited by a court order, or an order made under the Corporations Act, the ACNC Act, or other applicable legislation from doing so.

A Director's total time in office may not exceed nine years (three terms).

7. Board officeholders

After the Board's first meeting, Directors must elect from among their members, a Chair. The Board may also elect other officers, including a Deputy Chair, if required.

A Board office holder remains in their position until:

- their appointment as a Director expires
- they are removed as a Director or vacate their position as a Director.

Chair

The Chair is responsible for leadership of the Board, for efficient organisation and conduct of the Board's function and the briefing of all Directors in relation to issues arising at Board meetings. The Chair is also responsible for arranging Board performance evaluation.

The Chair's role is to:

- provide leadership for the Board and chair all Board meetings
- ensure the effectiveness of Board meetings
- ensure Directors act in accordance with the Constitution, this Charter and relevant laws
- ensure that all new Directors undergo an appropriate induction program
- review with Directors on a continuing basis their development needs and ensure that appropriate development occurs
- together with the CEO, establish an annual Board calendar which ensures that the Board undertakes all its key responsibilities throughout the year
- establish the agenda for Board meetings in consultation with the CEO

- together with the CEO and Company Secretary, ensure that appropriate Board papers are prepared on all matters for decision at Board meetings and that such papers are circulated in advance as specified in the Board Papers section in this Charter
- chair Annual General Meetings and special meetings of members, and be the spokesperson for the organisation at Annual General Meetings and in the reporting of performance and budget figures
- ensure the Remuneration and Nomination Committee initiates and oversees the annual CEO evaluation process
- ensure that an external Board Effectiveness Review takes place every three years.

The Chair will be elected by the Board members by consensus. All members are entitled to vote. The vote will be by secret ballot. In the event of a hung vote, the deciding vote will be cast by the current Chair.

The Chair is eligible for re-appointment every three years and may hold office for a total period of nine years, taking into consideration any other time spent on the Board as a Director under Section 6.

Deputy Chair

The role of the Deputy Chair is to assist the Chair in performing their role, particularly with regard to governance matters. In addition, the Deputy Chair fulfils the responsibilities of the Chair in the event that the Chair has temporarily vacated their position or is not present at a meeting of the Board.

The Deputy Chair is eligible for re-appointment every three years and may hold office for a maximum period of nine years, taking into consideration any other time spent on the Board as a Director under Section 6.

Company Secretary

The Company Secretary is responsible for advising the Board on governance matters and ensuring that there is a system of corporate governance and compliance in place in the Company. The Company Secretary ensures that Cancer Council meets its statutory obligations and provides advice to Directors on matters including, but not limited to, risk management, corporate ethics, governance, compliance, and insurance.

The Company Secretary works in conjunction with the Chair to manage the smooth functioning of the Board by managing Board processes and ensuring Board meetings are properly held and called and appropriate records are maintained. In particular, the Company Secretary is responsible for maintaining appropriate records, registers, and minute books.

The Company Secretary attends the meetings of the Board but is not entitled to vote.

8. Meetings

Meeting frequency

The Chair will convene Board meetings at least bi-monthly. Meetings are generally held on the last Tuesday of every second month.

The Chair may convene other meetings of the Board if, in the Chair's opinion, these meetings are necessary for the efficient performance of the organisation. Also, the Chair, or at least two Directors, may at any time require the Company Secretary to convene a special meeting of the Board.

Exceptional circumstances aside, Directors will be provided with at least two working days' notice of meetings. The Company Secretary or their delegate will make travel arrangements and book accommodation for Directors as required.

A schedule of the upcoming Board and Committee meetings for a twelve-month period is approved in the third quarter of each calendar year.

Meeting time and location

Board meetings will usually be held at 2pm at Cancer Council's head office, 153 Dowling St, Woolloomooloo. The Board will decide the day of the week and venue of any special Board meetings.

The Board may agree that a Director may participate remotely and form part of a quorum of a Board meeting by any method of electronic communication, including video conference, telephone, or another appropriate method of communication technology. The determination may be made for a particular meeting or for all meetings of the Board and should be recorded in writing accordingly.

Meetings via technology

While it is envisaged that these will be physical meetings of the Board, it is recognised that meetings may be convened electronically.

The Board and its Committees may hold meetings at one or more venues using any technology (e.g., video conferencing, teleconferencing, webcasts) that gives all Directors or the relevant committee a reasonable opportunity to participate in the meeting. However, the personal attendance of Directors at meetings is preferred.

Where a meeting is arranged to be held in the form of a video or teleconference or online, the Chair should notify members accordingly. Participation in these meetings is equivalent to attendance at a regular meeting.

Attendees

All Directors, the CEO, and Company Secretary are expected to attend meetings. In addition, the Executive Leadership Team, CFO, CIO, etc may be invited to attend or give presentations, and other parties needing decisions to be taken by the Board are invited for the relevant part of the meeting. Similarly, the Chair or a majority of Directors may request the attendance at any meeting of the Board any person who, in their opinion, may be able to assist the Board in any matter under consideration.

A Director must send an apology to the Chair for any meeting which they are unable to attend prior to the commencement of the meeting. If a Director is absent for three consecutive meetings without leave granted by the Board in advance, the continued membership of the member will be scheduled for consideration by the Board at the next meeting of the Board.

A record of board member attendance for each meeting will be kept and reported in the Annual Report.

Meeting cycle

To assist the smooth running of Board processes, the Board has adopted an indicative meeting cycle shown in the table below. The indicative cycle aims to provide Directors with sufficient time to review the agenda and Board papers. This time frame should allow sufficient time to prepare for discussions and seek clarification or further information in advance on ambiguous items.

Item	Day
Company Secretary updates actions arising from the previous meeting	- 21
Draft agenda prepared by Company Secretary	- 14
Divisional Reports received by Company Secretary	- 14
The CEO reviews the proposed agenda with the Chair	- 14
Board papers and agenda are finalised	- 14
Board papers are distributed	- 7
Board meeting	0
Draft minutes sent to Chair	7 to 10
Draft minutes sent to Directors	13 to 20

This is an indicative cycle only. The actual timing of events in the lead up to and follow up from Board meetings will be dependent upon the circumstances surrounding each meeting.

Quorum

In order for a decision of the Board to be valid, a quorum of Directors must be present. At a meeting of the Board, a quorum is constituted by the attendance of a majority of the Directors.

Voting

The Board may decide on any matter which falls within its power. A majority of votes by Directors present and entitled to vote will decide questions arising at Board meetings. Each Director shall have one vote on every occasion. This includes the Chair who shall have a deliberative vote like every other Director. In the case of an equality of votes, the Chair shall also have a casting (or second) vote.

In camera discussions

The Chair may direct any or all of the members of management to leave a meeting in order that discussions may take place in camera.

Agenda

The Company Secretary, in consultation with the Chair and the CEO, is responsible for preparing the agenda for each Board meeting. However, any Director may request items or notices of motion be added to the agenda for upcoming meetings. This request should be made in writing to the Chair at least ten working days before the Board meeting.

All business to be discussed at a board meeting must be included in the agenda. Additional items can only be tabled and discussed at a board meeting at the discretion of the Chair.

A sample agenda is attached at Appendix 1.

Preparation and circulation of Board papers

The Company Secretary or delegate is responsible for the preparation and circulation of Board papers. All Board packs including a full set of Board papers must be circulated to Directors in appropriate time for the Board meeting.

The CEO and/or Chair will vet papers or any other information supporting each draft agenda item to ensure they adequately inform the debate, add to the discussion, and help Directors to reach a decision. Effective papers should have the right balance between data and detail, analysis, and insight, drawing on specialist expertise from relevant senior managers. They should be written succinctly, follow a consistent format and clearly identify the issues, stating the resolution recommended. The CEO and/or Chair will direct that any poorly written papers be re-written, allowing for a suitable period of circulation before the meeting, or the agenda item should be withdrawn.

Board papers should be written using the Board Template; a sample template is provided at Appendix 2 below. Recommendations or Resolutions should be clearly identified at the end of the paper using such directions as For Decision, For Discussion or For Noting.

The relevant managers may be invited to speak to the paper.

Record-Keeping and note-taking by directors

The Company Secretary or delegate maintains a complete set of Board papers at Cancer Council's head office. The official records of Board meetings are kept by the Company Secretary.

Directors may choose at their discretion to keep their own personal notes or comments on Board papers. Directors 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.

Minutes

Minutes of the Board meeting follow the outline of the meeting agenda and contain at a minimum:

- date, time, and location of the meeting
- list of participants, positions, and apologies
- conflicts of interest identified with any items on the Board agenda
- agenda items discussed with resolutions adopted
- actions arising from the meeting
- unresolved items, i.e., items postponed or not considered, with an explanation.

Minutes are prepared in draft form by the Company Secretary and provided to the Chair for review within seven to ten days of the meeting. Once the draft minutes have been approved by the Chair, the Company Secretary circulates the draft minutes to all Directors.

Directors should send any suggested changes to the Company Secretary with a copy to the Chair within ten days of receiving the draft minutes.

The minutes circulated for the next meeting are the draft minutes plus any suggested changes. If the next meeting is not within 30 days of the minuted meeting, then draft annotated minutes are kept in the Company minute book, to be replaced by the signed minutes at the conclusion of the next meeting.

At the Chair's discretion, an extract or elaboration of the minutes may be circulated for the purposes of communicating decisions within the organisation.

The minutes of the meetings are confirmed and signed at the next Board meeting.

The Chair must sign the file copy of the minutes as a true and accurate record of proceedings.

The proceedings of all board meetings are confidential, and the distribution of the board papers and minutes of board meetings will be restricted to members of the Board, the Company Secretary, and the CEO. Extracts of relevant sections of the Board minutes and papers may be shared with members of Executive and the General Counsel by the CEO only after the draft minutes have been approved by the Board Chair.

A register of conflicts of interest is kept by the Company Secretary and updated at least biannually.

Out-of-session decision making

Any urgent decision that cannot wait until the next Board meeting may be dealt with by a written resolution out-of-session. In this case, the Board paper, or an email advice, will be distributed by e-mail to all Directors with a closing date set for voting on the matter.

A minimum of five Directors (including the Board Chair, who has a casting vote), or otherwise six Directors (not including the Board Chair) are required to vote on any out-of-session decision. The decision will be made by a simple majority at a nominated closing date. All Directors are required to make every effort to vote on the resolution by the closing date.

The collated copies of written resolutions, or the collated email responses, will be the record of the decision and should be notified to the Board at the next Board meeting as this ensures a minuted record of the resolutions.

Where a Director has a conflict of interest concerning the matter being decided upon, the Director is to make this known to the Chair.

9. Committees

The Board delegates specific responsibilities and activities to Committees in order to assist the Board in its enactment of its duties. The role of Committees is to fulfil their responsibilities and make recommendations to the Board as appropriate. The Committees are to assist the Board in the efficient discharge of its duties.

One of the functions of the Board is to form and monitor any Committees and Panels established to provide advice on various areas in relation to the strategic direction and operating of the Company.

Standing committees

Without limiting the power of the Board to make such Committees as it desires, the Board has established the following Committees:

- Audit and Risk Committee
- Governance Committee
- Cancer Research Committee
- Aboriginal Advisory Committee
- Fundraising and Marketing Committee
- Investment Committee
- Remuneration and Nomination Committee.

The composition, role and functions of the Committees are set out in their respective Charters.

Each Committee must maintain minutes of each Committee meeting, which will be made available at the next Board meeting, or earliest practicable Board meeting following the Committee meeting.

In some instances, the Board will direct a committee to research an issue and report back to the Board with a recommendation on the specific issue. In these instances, the Committee has the power to obtain any information necessary to arrive at the recommendation, but the Board retains the final decision-making power. Alternatively, the Board may delegate its decision-making power in relation to a particular issue to a committee, except in relation to the non-delegable powers outlined below.

Sub-committees

Sub-Committees are bodies that provide specific activity or task support to Committees and assist them in fulfilling their obligations to the Board.

The Board may establish appropriate ad-hoc or special purpose committees from time to time. Such committees will have terms of reference, or a charter agreed by the Board.

Non-delegable powers

In accordance with the Cancer Council Constitution, the following powers and functions of the Directors may not be delegated and must be exercised by the Board:

- receipt and consideration of reports of the Audit and Finance Committee and the auditor
- establishment and membership of committees of the Board
- final approval of grants for research
- appointment of the CEO and the formation of selection panels for appointment of the CEO
- acquisition, sale, mortgaging or otherwise disposing or dealing with real property, except leases.

10. Relationship of Board with Management

Management of the day-to-day business of Cancer Council is to be conducted by or under the supervision of the CEO appointed by the Board, and by those other officers and employees to whom the management function is properly delegated by the CEO.

Communication between Directors and management will primarily be through the Office of the CEO. When Directors seek clarification regarding information provided to Directors, or are seeking information about Cancer Council generally, this may be sought directly from the appropriate senior executive, but the CEO should be advised. When Directors are providing information about opportunities for Cancer Council or are seeking introduction of persons to the Company, this should always be through the Office of the CEO.

11. Orientation, education and evaluation

Orientation

An orientation meeting for new members will be scheduled as required. This meeting will provide an overview of Cancer Council's business activities, organisational structure, corporate priorities and policies. The Company Secretary is responsible for organising such meetings.

This Charter and the Constitution must be sent to each Director at the time they are notified by the Company of their appointment.

Education

Access to ongoing education for Directors on a funded basis is available on request through the Chairman who will discuss the training requirement with the Company Secretary. The Company Secretary is responsible for maintaining an accurate record of training and orientation attended by Directors and members of Committees and Advisory Panels.

Evaluations

The Board undertakes an evaluation of Board and Director performance every three years. The review is based on a number of goals for the Board and individual Directors that are established by the Remuneration and Nomination Committee in consultation with the Chief Executive Officer.

The Board may engage an independent expert to facilitate the process. The Board considers the outcome of the review in a dedicated meeting and develops a series of actions and goals to guide improvement. The Chair provides each Director with confidential feedback on his or her performance.

12. Director protection

Reliance on Information

Directors are entitled to rely on information and advice after making an independent assessment of the information or advice, having regard to the Director's knowledge of the organisation and its operations.

The Board reduces the risk of the CEO being the only conduit of information to the Board by:

- encouraging attendance at meetings of other managers both in person and as authors of reports
- the use of the risk management and financial functions, where all staff have written instructions to bypass intermediate managers in the event of a breach
- the use of the external auditors
- a three-year rotating internal audit cycle that focuses on major business risks such as governance, research, security, privacy and finance
- absenting management from the final Committee proceedings at one point when discussing the audit report
- requiring letters of assurance be provided to the Board as part of the annual accounts process.

Insurance

The organisation executes with each Director a Deed of Access and Indemnity.

Cancer Council indemnifies Directors to the maximum extent permitted by law against liability incurred in or arising out of the conduct of the organisation, or in or arising out of the discharge of their duties.

The organisation seeks appropriate Directors' and Officers' (D&O) insurance cover, where possible, for all potential liabilities flowing from the indemnities. The Company Secretary holds a copy of the insurance policy and can supply a copy on request.

The organisation maintains each Director's D&O insurance for seven years from the date at which they cease to be a Director.

Access

The Board shall have unlimited access to the external and internal auditors.

Directors sign a Deed of Access and Indemnity that enables access to all Board papers as well as financial and operational information in the custody of the organisation during the access period. The access period covers any legal action commenced from the time when the Director first became a Director of Cancer Council for a period determined from time-to-time by the Board, after they cease to be a Director.

The *Corporations Act 2001 (Cth)* also provides Directors with the right to inspect the organisation's books.

The Directors have complete and open access to management following consultation with the Chair and CEO. The Board collectively, and each Director, has the right to seek information from the Company Secretary to assist them to carry out their responsibilities.

Independent advice

The Board also has the authority to consult independent experts where they consider it necessary to carry out their duties. Any costs incurred as a result of the Board consulting an independent expert will be borne by the Cancer Council; however, no Director is authorised to commit the organisation to the expenditure of monies on professional advice until first obtaining the approval of the Chair to do so. In the event the Chair is unwilling or unable to provide approval, or that the cost of the professional advice will exceed \$10,000, then the approval of the Board must be sought and obtained.

Where the Chair is seeking professional advice which will incur any level of expenditure, then the Chair must first seek and obtain approval from the Board for that expenditure.

Prior to seeking professional advice, a Director must inform the Chair about the nature of the opinion or information sought, the reason for the advice, the terms of reference for the advice and the estimated cost of the advice. Where more than one Director is seeking advice about a single issue, the Chair will endeavour to coordinate the provision of the advice.

The Board, as a whole, must be the recipient of such advice.

Information-seeking protocol

The Board must be provided with the information they need to discharge their responsibilities. Management must supply the Board with information in a format, time frame and quality that enables them to discharge their duties effectively. Directors are entitled to request and receive such additional information as they consider necessary to support informed decision making.

Directors will adhere to the following protocol when seeking information:

1. Approach the CEO to ask for the required information.
2. If the information is not provided, approach the Chair.
3. If the information is still not provided, write a letter to all Directors and the CEO detailing the information that is required, the purpose of the information, and who the Director intends to approach in order to obtain the information.
4. As a last resort, employ the provisions of the *Corporations Act 2001 (Cth)*.

When considering an application from a Director to access organisation information, other than Board papers, the party considering the application may ask the Director for the reason for their request to establish that the information is required for organisation (and not personal) reasons. In the normal course, information obtained by a Director in the course of the Director's duties should be made available to all Directors.

13. Code of conduct

In carrying out its responsibilities and exercising its powers, the Board recognises its overriding responsibility to act honestly, fairly, diligently and in accordance with the law in serving the interests of Cancer Council, including its employees, volunteers, stakeholders, and the community.

Cancer Council has adopted a Board Code of Conduct setting out the obligations of integrity and honesty beheld of each member of the Board, as well as a statement of principles and responsibilities with respect to both its internal dealings with employees and consultants, and external dealings with shareholders and the community at large.

The Board Code of Conduct applies in addition to any relevant provisions of Cancer Council's Code of Conduct Policy and takes precedence to the extent of any inconsistencies.