



Board Governance Charter

February 2024

BOARD GOVERNANCE CHARTER

Australian Osteopathic Accreditation Council (AOAC)

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Acknowledgements

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The Australian Institute of Company Directors

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1 Legal Context

1.1 Introduction

The National Registration and Accreditation Scheme (NRAS) was established by intergovernmental agreement on 26 March 2008. The NRAS for health practitioners commenced on 1 July 2010 and was established by state and territory governments through the introduction of the *Health Practitioner Regulation National Law 2009 (ACT)* ('the National Law'). The Scheme provides for a single national registration board as well as a single national accreditation council for each of the 10 health professions that joined the National Scheme in July 2010.

In July 2012 four additional professions joined the National Scheme making a total of 14 health professionals that are nationally regulated by a corresponding Board.

The National Scheme has a number of objectives, including:

1. Help keep the public safe by ensuring that only health practitioners who are suitably trained and qualified to practice in a competent and ethical manner are registered.
2. Facilitate workforce mobility for health practitioners.
3. Facilitate the provision of high-quality education and training for practitioners.
4. Facilitate the assessment of overseas qualified practitioners.
5. Facilitate access to Health Practitioners.
6. Enable the continuous development of a flexible Australian Health Workforce.

The Australian Health Practitioner Regulation Agency ('Ahpra') is the organisation that is responsible for the implementation of NRAS across Australia.

The National Law empowers the Osteopathy Board of Australia (OsteoBA) to decide whether Accreditation functions will be carried out through an external accreditation entity, or a committee established by the OsteoBA (section 43). Currently accreditation authorities exercise accreditation functions under the National Law specified in an agreement with Ahpra on behalf of each National Board.

1.2 About the Australian Osteopathic Accreditation Council

The Australian Osteopathic Accreditation Council (AOAC) has been duly appointed as the accreditation authority under s.43(1)(a) of the *Health Practitioner Regulation National Law 2009*, and the accreditation functions are defined in part 6, section 42:

- a) *Developing accreditation standards for approval by a National Board; or*
- b) *Assessing programs of study, and the education providers that provide the programs of study, to determine whether the programs meet approved accreditation standards; or*
- c) *Assessing authorities in other countries who conduct examinations for registration in a health profession, or accredit programs of study relevant to registration in a health profession, to decide whether persons who successfully complete the examinations or programs of study conducted or accredited by the authorities have the knowledge, clinical skills and professional attributes necessary to practice the profession in Australia; or*
- d) *Overseeing the assessment of knowledge, clinical skills and professional attributes of overseas qualified*

health practitioners who are seeking registration in a health profession under this law and whose qualifications are not approved qualifications for the health profession; or

- e) *Making recommendations and giving advice to a National Board about a matter referred to in paragraph (a), (b), (c), or (d).*

1.3 Corporate Governance

The AOAC is an Australian Propriety Company Limited by Guarantee. AOAC is also registered with the Australian Charities and Not for Profit Commission ('ACNC'). This Board Governance Charter governs the operations of AOAC, under the Constitution which gives the Board of Directors ('the Board') the power to determine policies and procedures for the Organisation's governance.

The Board is responsible for ensuring AOAC has an appropriate corporate governance structure. This requires that the Board establishes appropriate strategic direction and goals in line with the *Aims and Objectives of AOAC* (clause 4 of the Constitution) and ensures appropriate accountability and control systems are in place.

This Board Governance Charter explains AOAC's commitment to the principles and practices of good governance. It is not an all-inclusive document and should be read as an expression of principle. The Board will review and update this Charter as required.

AOAC supports the principles of the *ACNC Governance for Good 2013* and the *Australian Stock Exchange Corporate Governance Council's Principles of Good Corporate Governance and Best Practice Recommendations* ('ASX Principles') published in March 2003 as they apply to an organisation with the scope of operation and breadth of member interest of AOAC.

1.4 Constitution

The Constitution of the AOAC, ('the Constitution') is AOAC's key governance document. The Board must ensure that it and AOAC always complies with the Constitution.

This Charter supports the Constitution of the AOAC ('the entity'). The Constitution takes precedence in the event of any inconsistency. All references to clauses in this Charter are referring to clauses in the Constitution.

1.5 Compliance with Laws

As a Not-for-Profit entity, AOAC complies with the *Australian Charities and Not-for-profits Commission Act 2012* (Cth), the *Corporations Act 2001* (Cth), the National Law, and other applicable laws and statutes.

Examples of other applicable areas of regulation include:

1. Consumer law: *Competition & Consumer Act 2010* (Cth)
2. Intellectual Property law: *Trade Marks Act 1995* (Cth)
3. Anti-discrimination legislation: *Age Discrimination Act 2004* (Cth); *Australian Human Rights Commission Act 1986* (Cth); *Disability Discrimination Act 1992* (Cth); *Racial Discrimination Act 1975* (Cth); *Sex Discrimination Act 1984* (Cth)
4. Privacy law: *Privacy Act 1988* (Cth)
5. Australian Taxation law applying to a company limited by guarantee with confirmed Health Promotion tax status
6. Legislation and regulations relating specifically to AOAC's business, e.g. the *Corporations Act 2001*, *Higher*

Education Support Act 2003 (Cth).

2 Defining Governance Roles

2.1 Board Composition

The Board shall comprise of not less than five (5) directors and no more than nine (9), as specified in Clause 9 of the Constitution.

The Board shall comprise of:

1. At least two (2) people as community representatives with financial and governance acumen.
2. At least two (2) people who possess skills in osteopathic education and/or accreditation.
3. At least one (1) person who represents the professional interests of registered osteopaths.
4. And from the categories listed above one person who identifies as a First Nations person.
5. Directors on the Board will have a balance of skills and experience.
6. All Directors should be free from any interest and any business or other relationship which could reasonably be perceived to materially interfere with the Director's ability to act in the best interests of AOAC.

2.2 Role and Responsibilities of the Board

The Directors of the Board are responsible for the overall governance of AOAC, including ensuring the long-term viability and enhancing the performance of AOAC through strategy formulation and policy making.

The Board comprises the individual Directors appointed to the Board in compliance with Clause 10 of the Constitution. Individual Directors can only act to influence the decision making of the entity when meeting formally as a group - as the Board. Directors are unable to allocate a proxy for Board meetings if they are unable to attend but may authorise another director or the Chair to vote on their behalf.

The Board of Directors will consider succession planning when making appointments in order to ensure continuity of purpose and maintain institutional knowledge.

The Board's responsibilities are to:

1. Determine the strategic direction of AOAC, through:
 - a. Determining AOAC's vision for the future, and making the choices to create the future in that vision.
 - b. Monitoring changes in the external environment that have bearing on AOAC's vision, and identifying implications for AOAC's strategic direction & goals.
2. Establish the policies by which the organisation will be governed and its statutory duties managed including:
 - a. Developing and maintaining this Board Governance Charter.
 - b. Approving and reviewing policies that relate to the Board, including codes of conduct, continuous disclosure, legal compliance and other significant policies to ensure they remain current.
 - c. Determining the delegations of power and responsibility to the Executive Officer (EO), and the limits to those powers and responsibilities.
 - d. Having input to and giving final approval of the annual budget.
 - e. Recognising appropriate risks to the achievement of the strategic direction set, determining the Board's "risk appetite", having input to and giving final approval of the risk management plan, and

ensuring appropriate systems of risk management and internal compliance and controls are in place.

3. Monitor and supervise the organisation's performance and its control and accountability systems; including:
 - a. Monitoring the provision of executive and administrative services delivered under the Service Agreement with the contracted contractor and implementation of policies, ensuring appropriate resources are available.
 - b. Monitoring progress against the budget; Approving expenditure outside the approved budget and delegations.
 - c. Ensuring the entity's assets are safeguarded.
4. Ensure accountability of the organisation to members, regulators, and other stakeholders, including through:
 - a. Approving and monitoring financial and other reporting to members and other stakeholders.
 - b. Monitoring compliance with all legal and regulatory obligations, including provisions in the Constitution.
 - c. Evaluating its own (the Board's) performance and compliance with the Constitution.
5. Work with and through the Executive Officer (EO) by:
 - a. Providing leadership, guidance, advice and support to the EO to deliver on the Board's strategic priorities.
 - b. Overseeing the conduct of accreditation functions under the National Law.
 - c. Delegating appropriate authority and responsibilities to the EO to establish programs, budget, administer finances and otherwise manage the organisation according to sound business practice.
 - d. Providing a credible and effective link between AOAC and the activities undertaken by others on behalf of the organisation.
 - e. Holding the contracted contractor accountable for the management of all delegated responsibilities under the Service Agreement.

2.3 Role and Responsibilities of Directors

By law, in discharging their duties, each Director of AOAC must:

1. Act honestly, in good faith in the best interests of AOAC as a whole.
2. Use the powers of the office for a proper purpose.
3. Discharge their duties in good faith and honestly.
4. Act with a level of skill, care and diligence expected of a director of an Australian company.
5. Demonstrate commercial reasonableness in their decisions.
6. Not make improper use of information gained through their position as a director; not allow personal interests or the interest of any associated person, to conflict with the interests of AOAC.
7. Make reasonable enquiries to ensure that AOAC is operating efficiently, effectively, and legally towards achieving its goals.
8. Undertake diligent analysis of all proposals placed before the Board.
9. Not engage in conduct likely to bring discredit upon AOAC.
10. Give of their specific expertise generously to AOAC.

11. Adhere to and uphold the Board's policies and decisions properly arrived at, and respect the Board's authority to act, notwithstanding that the Director may have offered a dissenting view at the Board table prior to the Board's decision being made.
12. Act in accordance with their fiduciary duties, complying with the spirit as well as the letter of the law and recognising both their legal and moral duties as a Director of AOAC.
13. Commit the time necessary to discharge effectively his/her/their duties as a Director.
14. Understand the complexities of the sector in which AOAC operates in order to adequately assess the opportunities and risks faced by the sector and by AOAC.
15. Prepare for and endeavour to attend all Board meetings.
16. Respect the confidentiality of all matters, information, discussions and deliberations coming before them as Board members and not disclose (or allow to be disclosed) confidential information of a sensitive nature gained in the course of performing their duties, other than as agreed by the Board, required by the Constitution or as required by law.
17. Systematically consider information relating to AOAC's performance.
18. Ensure that AOAC remains solvent and does not trade while insolvent.

In addition, Directors must:

19. Immediately declare to the Board any conflicts of interest that may arise and comply with provisions in Clause 14 of the Constitution and AOAC's Conflict of Interest Policy for addressing such conflicts.
20. Not claim to represent AOAC's views and policies except where explicitly authorised to do so by the Board.
21. Not make negative public comment about AOAC or engage in conduct likely to bring discredit upon AOAC, its Board, Directors, members or contractor.

Within the Board meeting process, Directors are expected to:

22. Act in a professional manner.
23. Act in accordance with the Constitution.
24. Address issues in a confident and firm, yet friendly manner.
25. Use judgement, common sense and tact when discussing issues.
26. Minimise irrelevant remarks.
27. Ensure that others are given a reasonable opportunity to put forward their views (i.e. refraining from interruption or interjection when another is speaking).
28. Be particularly sensitive in interpreting any request or indication from the Chairperson that aims to ensure the orderly and good-spirited conduct of the meeting.

Directors are expected to be forthright in board meetings and have a duty to question, request information, raise any and fully canvass all aspects of any issue confronting AOAC and cast their vote on any resolution according to their own decision.

Outside the boardroom, however, Directors will support the letter and spirit of board decisions in discussions with joint venture partners, the EO, Company Secretary, suppliers, customers and other parties. In keeping with confidentiality practices, Directors will keep confidential all board discussions and deliberations.

Similarly, all confidential information received by a director in the course of the exercise of the Director's duties remains the property of AOAC. It is improper to disclose it, or allow it to be disclosed, unless that disclosure had

been authorised by the person from whom the information is provided or is required by law.

Emergency Contact Procedures

As there is the occasional need for urgent decisions to be made by the Board, Directors should leave relevant contact details with the Company Secretary , so that all Directors can be contacted if required.

2.4 Role and Responsibilities of the Board Chair

The Board Chair:

1. Is elected by and accountable to the Board as a whole.
2. Has all the same duties and responsibilities as other Directors of the Board, but is considered the 'lead' Director, with additional responsibilities for leading the Board, and for ensuring the integrity of the Board's processes and actions.
3. Must commit the time necessary to discharge effectively his/her/their role as Chair of the Board.
4. Is the designated signatory for Board business, unless otherwise delegated by the Chair.

The Chairperson is the major spokesperson for the Board. Responsibilities may be delegated to specific directors on specific issues, relating to their offices.

The Chair's responsibilities are to:

5. Maintain a good relationship with the contracted contractor and meet regularly with the EO to optimise the fulfilment of her/his/their responsibilities.
6. Oversee adequate processes to enable the Board to function properly and effectively discharge its role in relation to Australian law and its own governance policies, including but not limited to:
 - a. Developing the Board meeting agenda.
 - b. Chair meetings of the Board.
 - c. Ensure the Board complies with its own governance policies and prosecutes its strategic, policy, monitoring and accountability responsibilities effectively.
 - d. Facilitate all Directors making an informed and constructive contribution to the Board's deliberations.
 - e. Guide and mediate Board deliberations and responses with respect to major organisational priorities and governance concerns.
7. Lead the development and maintenance of good relationships with stakeholders, including representing AOAC at meetings, forums and events relevant to accreditation and meeting key stakeholders regularly according to the stakeholder engagement policy.
8. Promote constructive and respectful relations between Board members and between the Board and the EO.
9. Protect AOAC's policy of non-alignment with any political party.
10. Ensure that the annual performance of the Board and its Directors are evaluated in a professional and timely manner.
11. Monitor the performance of the contracted contractor in its delivery of executive and administrative services under the service agreement, including contributing to the annual performance review of the appointed EO.
12. Preside over General and/or Special Meetings of AOAC ensuring these meetings are conducted efficiently and effectively and that the membership has adequate opportunity to air their views and obtain answers to their queries.

13. Perform other responsibilities assigned from time to time by the Board.
14. The Chair is the formal link between the EO and the Board. The Chair is not empowered to unilaterally change Board governance policies, strategic directions or Executive Limitations (delegations) policies or act outside the policies agreed by the Board.

2.5 Role of Company Secretary

It is the sole responsibility of the Board to appoint the Company Secretary.

The statutory roles and responsibilities of the Company Secretary are set out in section 188 of the *Corporations Act*, including ensuring AOAC does not contravene any of the following provisions of the *Corporations Act*:

1. Section 142 (registered office)
2. Section 145 (public company's registered office to be open to public)
3. Section 146 (change of principle place of business)
4. Subsection 203AA (6) (notification of resignation day)
5. Section 205B (lodgment of notices with ASIC)
6. Section 254X (issue of shares)
7. Section 319 (lodgment of annual reports with ASIC)
8. Section 346C (response to extract of particulars)
9. Section 348D (response to return of particulars)

2.6 Role and Responsibilities of the Executive Officer

In accordance with the relevant contract in place, the contractor is responsible for the day-to-day management of AOAC within the strategic directions established by the Board with all powers, discretions and delegations authorised, from time to time, by the Board.

The Board shall be responsible for regularly reviewing and ensuring that all necessary and appropriate delegations are in place to enable the EO to meet this responsibility.

The EO:

1. Is the Executive Officer to the Board.
2. Supports the Board with strategic information, ideas and reports that are relevant, timely and accurate.
3. Plans, co-ordinates and implements the policies established by the Board.
4. Reports to the Board through written and verbal reports.
5. Supports the Board with compliance to its policies through reporting processes.
6. Meets regularly with the Chairperson, usually by teleconference.

The EO shall be entitled to:

7. Attend all board meetings, including in camera sessions as requested by the Board.
8. Participate in any discussions relating to any question or motion before such meetings.
9. Offer advice, counsel, information, make recommendations and provide their opinion on matters before the Board.

10. Have access to all Board documents and minutes, excluding minutes of any in camera sessions unless provided access by the Board.
11. Receive notices of all Board meetings.
12. Shall not be entitled to vote on any Board motion.

The EO's responsibilities are set out in the service agreement as agreed between the Board and the contractor. The service agreement and KPI's with the contractor will be reviewed annually and any changes agreed by the Board negotiated between the Chairperson, on behalf of the Board, and the CEO of the contracted contractor.

While the Board has power and responsibility to govern AOAC, it cannot effectively do so without the EO executing its policies and decisions, managing the resources, representing the organisation to stakeholders.

The EO shall not cause or allow any practice, activity, or organisational circumstance that is unlawful, imprudent, inefficient (wasteful) or in violation of the organisations corporate values or commonly accepted social, business and professional ethics or generally accepted accounting practices.

3 Key Board Functions

AOAC does not have employees. Instead, AOAC engages a contractor to provide Executive and administrative services. The AOAC Board appoints the Company Secretary, and the contractor identifies the Executive Officer.

3.1 The Board and Strategy

The Board plays a vital role in developing and implementing the organisation's strategy. The Board is responsible for setting the organisation's strategic direction and ensuring it is aligned with its mission and values. The board also oversees the development of the business plan and ensures that it is achievable and realistic. The board monitors the implementation of the strategy and makes necessary adjustments to ensure the organization remains on track.

3.2 Monitoring

The Board is responsible for monitoring to:

1. Ensure appropriate strategic and operational plans are in place.
2. Ensure policies are in place for best practice corporate governance.
3. Ensure appropriate auditing and accounting principles and practices are adopted.
4. Oversee operational plans and monitor performance to achieve the Strategic Plan.
5. Identify that the performance reporting and information uses appropriate benchmarks, targets and trend analysis.
6. Ensure the performance, delivery and management of the Service Agreement.
7. Ensure integrity of financial reporting.
8. Scrutinise financial results on an ongoing basis and approve annual accounts and reports each financial year.
9. Ensure functions are performed in a proper, efficient and effective manner.

3.3 Compliance

The EO shall not:

1. Allow the legal, regulatory and accounting compliance obligations of the organisation to be disregarded, neglected, breached, or inadequately filed.
2. Fail to report on breaches or exceptions of legal, regulatory and accounting compliance obligations as necessary.

3.4 Risk Management

The Board is committed to protecting the human, financial and good-will assets and resources of the organisation through the practice of effective risk management. The Board ensures that the organisation has a risk management policy that outlines the organisation's risks and mitigation strategies. The Board will determine and monitor the strategic risks for the organisation.

The Board ensures, through the budget process, that there are sufficient resources available to implement the risk management plan and monitors the development and implementation of this plan.

In developing a risk management policy and plan the Board ensures that:

1. The safety of board members, the EO, Company Secretary, and stakeholders is given the highest priority in their interaction with AOAC.
2. Materials, copyright and trademarks are cared for in such a way that characterises responsible stewardship.
3. Policies and practices are established and followed.
4. AOAC conforms with all legal and regulatory requirements.
5. The reputation of AOAC is enhanced through the provision of high-quality services.
6. The internal financial controls adequately protect the assets of the organisation.

The Board identifies those strategic risks which are to be monitored at each Board meeting. All external projects overseen by AOAC will include a risk assessment.

3.5 Policy Framework

The policy framework sets a broad framework for the development of policy documents and related governance documents within AOAC, and to articulate principles for consistency in the management of these documents throughout their lifecycle. This framework applies to all service providers under the Service Agreement, Directors of AOAC and committee members.

Principles for Frameworks

1. The purpose of a framework is to draw together and integrate a range of policies and procedures and related plans and documentation.
2. Frameworks may be public or internal documents, depending on the nature of the subject. Frameworks should be maintained as current, by annual review or as policy documents are updated.

Policy Categories

There are two categories of policy within the Policy Framework:

1. Governance Policy:
Governance policy pertains to strategic positioning or investment, risk management, fiduciary responsibility, legislative and common law compliance. It gives effect to statutory or regulatory requirements (unless otherwise delegated) and relates to the processes of decision making and the controls and behaviours that support effective accountability and performance outcomes.
2. Operational Policy:
Operational policy relates to policy designed to support strategic intent and articulates both operational imperatives and outlines principles for administrative activities.

Principles for Policy

1. A policy is a statement of principles or position that is intended to direct decision-making and operations that supports the achievement of AOAC's vision and objectives.
2. Policies have a long-term focus and are applied across AOAC. They form the foundation of AOAC's governance processes and the basis of the quality system.
3. Policies support the achievement of quality outcomes, address compliance with legislative obligations, and

reduce institutional risk by establishing standards and internal controls. The principles outlined in policy are shaped by:

- a. The legislation and regulations that govern AOAC.
 - b. National standards and community expectations.
 - c. The values and vision AOAC articulates in its strategic plan.
4. Policy documents should be relevant and transparent in their intent and meaning.
 5. Policies should be developed in consultation with all key stakeholders.
 6. Policies should comply with the requirements set out in this Policy Framework.
 7. Diligent is considered the authority source for AOAC's policy documents.

Procedures

1. AOAC endeavours to simplify and rationalise policy documents.
2. The latest approved version of all AOAC policy documents will be stored and managed securely in AOAC's online system and made available to the public on the AOAC website.
3. Policy documents are to be reviewed at least every five years, or more frequently if required.
4. All policy documents should comply with the Policy hierarchy.

Procedures may be further supported by guidelines. Guidelines provide further detailed statements providing guidance on how to undertake the procedural element. Guidelines also provide advice which assists in the establishment and implementation of effective practices to achieve quality outcomes.

Principles for Procedures and Guidelines

Procedures address processes and actions aligned with the policy principles. They outline the operational steps required to implement policy.

Procedures will:

1. Provide clear instructions on the way policy will be implemented.
2. Step through the actions required to implement policy principles.
3. Assign responsibilities.
4. Enable monitoring of policy implementation.

3.6 Networking

The Directors at AOAC will utilise networking as a means to creating and maintaining strategic and operational relationships and partnerships that add value to AOAC.

When networking, Directors should consider if it:

1. Is in line with AOAC's strategic direction.
2. Provides access to relevant knowledge and information.
3. Assists with communicating with key stakeholders.
4. Assists with succession planning by identifying potential Directors.

5. Upholds the reputation of AOAC.

3.7 Communications

While all Board members are ambassadors for the reputation of AOAC, the Board recognises that it is important to have, wherever possible, a single authoritative voice articulating the AOAC's views and policies. This ensures a consistent approach to public representation of AOAC's views on any given issue.

The Board assigns this role to the Chair, who shall be the official spokesperson for AOAC in any dealings with key stakeholders and the media, with the Chair having the power to delegate this responsibility as he/she/they sees fit. In so doing, the Chair shall ensure, where possible, their comments reflect the considered view of the Board as a whole and that any comments are in line with the purpose and objectives of AOAC as outlined in the Constitution.

However, the Board also recognises that interacting with the media and some stakeholders can involve short timelines where it is not possible for the Chair to consult with the Board. The Chair is entrusted to make an appropriate judgement on the views or comments to be provided in such situations and will be supported by the Board in that judgement. The Chair is entrusted to make an informed professional judgement about the best person to give media and stakeholder comment in appropriate situations.

3.8 Decision Making

1. The Board will always use consultative and collective decision-making processes in making decisions.
2. Individual Directors must always ensure that they bring independence of thought and commitment to their deliberations and decision making on behalf of AOAC.
3. To promote effective decision making, individual Directors must always respect the contribution of other directors and strive to understand their perspectives and contribution to Board debate.
4. Directors must commit to debating issues openly and constructively and must be free to constructively question or challenge the opinions presented at meetings.
5. Directors should always ensure that their relevant skills, knowledge, experience and perspective are made available to support rigorous decision making in all discussions relating to AOAC.
6. The Board will make every effort to make its decisions on a consensus basis before resorting to a vote to ensure that all views have been fully heard and examined in the interests of making the best decision on behalf of AOAC.
7. When a vote is required a decision shall be deemed made once a majority plus one of the Directors present at the meeting confirm their support for the resolution put. Each Director has one vote, subject to 13(f) of the Constitution. In the event of a tied vote, the Chairperson has a casting vote.
8. The Board's responsibilities are collegiate and once decisions are made, Directors must not publicly advocate policies contrary to established Board decisions.

4 Improving Board Processes

4.1 Board meetings

Board meetings shall be conducted in accordance with Clause 13 of the Constitution. The purpose of these meetings over the course of each yearly cycle is to:

1. Determine and/or refine AOAC's strategic vision and objects in line with Clause 4 of the Constitution.
2. Engage in analysis and make informed choices to deliver the future articulated in AOAC's vision for its members and their communities in light of changing environmental and other circumstances over time.
3. Review and approve policies as needed.
4. Approve operational goals for management including annual budget.
5. Monitor progress over time against strategic objectives.
6. Monitor performance including financial results.
7. Confirm the appropriateness of the Board's risk appetite, and the effectiveness of risk management and compliance procedures and practices.
8. Approve the annual audit plans.
9. Review contracted deliverables of the executive and administrative contractor against the Service Agreement

The Preparation for and Conduct of Board Meetings

The Board resolves that the following processes shall apply to the preparation for and conduct of Board meetings:

1. Meetings shall take place at a frequency determined by the Board, but not less than four times per year.
2. Every reasonable effort should be made to organise meetings at a time and place that can be attended by all Directors and the EO.
3. Notice of a meeting shall be given and papers provided for access at least 1 week in advance unless in the case when an urgent board meeting has been called.
4. The Board may meet in person or by any technological means (Clause 13 of the Constitution). Decisions can also be made through the Circular Resolution process. All the provisions of this charter apply, no matter the means by which Board meetings are held.
5. All Directors are expected to make every reasonable effort to attend meetings.
6. Where a Director knows in advance that they are unable to attend a meeting they must give an apology and may provide the Chair with written advice of their vote on matters before the Board to the Chair ahead of the meeting.
7. Directors are entitled to reasonable reimbursement for expenses incurred in travelling to and from Board meetings, in accordance with the AOAC's policies, if submitted on the requisite claim form.
8. No papers shall be tabled at the Board meeting without prior notice, except with the permission of the Chair. Wherever possible, matters without notice (and without papers) shall be placed on the agenda for the subsequent Board meeting and a paper prepared.

9. Directors are expected to make all reasonable effort to read the Board papers provided and to remain informed of issues, analysis, information, developments and policies that have bearing on AOAC's strategic position and activities.
10. Clause 13(e) of the Constitution provides that a quorum for Board meetings is a majority of the Directors in office at the time.
11. Board Directors are to destroy all notes and copies of any papers once the minutes are approved and signed.
12. The Directors shall meet in private session at least annually to assess the performance and effectiveness of the contracted contractor.

4.2 Board Meeting Agenda

The indicative cycle for Board meetings is as follows:

Activity	Working Days
Call for Agenda Items and Committee Reports	-16
Draft Agenda prepared by Chair and CEO	-16
Agenda finalised and confirmed by Chair	-14
Board Meeting held	0
Draft Minutes sent to Chair	+7
Draft Minutes circulated to Directors	+14

Agenda items shall be accompanied by a paper providing necessary information to support informed decision making by the Board.

4.3 Access to Board Papers

1. Access to Board papers will be at the discretion of the Board and limited to current and previous AOAC Directors, EO, Company Secretary, and relevant staff of the contractor and the auditor.
2. Previous AOAC Directors may have access to Board papers generated during their period of directorship for a period of seven years from date of resignation.
3. All requests for access to Board papers will be made in writing to the EO. Prior to access the applicant will be required to read and sign a confidentiality declaration.
4. Records will be maintained by the contracted contractor.

4.4 Board Minutes

1. Minutes of proceedings shall be kept of all meetings of the Board and its committees.
2. Minutes will contain key discussion points, official resolutions and follow-up actions adopted by Board members as a group. All decisions will be recorded in the minutes.
3. As a formal record, minutes should be succinct, but include enough detail to ensure ease of retrospective reference to clarify and confirm key issues if required and provide enough background information to enable and streamline future decision-making processes.

4. Minutes will be draft only until they are formally moved and accepted by the next meeting of the Board. Once minutes are formally accepted, they cannot be changed.
5. A record of all minutes shall be kept by the Company Secretary.

4.5 Board Calendar

The annual board calendar is a schedule of all the functions and tasks the board and its committees must perform during the year. These are allocated to specific board and committee meetings. The calendar will be agreed at the meeting following the AGM.

4.6 Committees

The Board may establish Committees to assist the Board in fulfilling its duties and responsibilities when it becomes apparent that the business of the Board requires a more detailed approach than can be done with the full Board.

The following rules apply to the creation, conduct and dissolution of Board Committees:

1. The Board shall ensure that each Committee has formal terms of reference endorsed by the Board that outline:
 - a. Objectives, role and powers if any.
 - b. Accountability.
 - c. Membership and length of appointment, including processes for appointing members, and whether and by what process additional members may be co-opted by the committee to meet particular requirements for expertise.
 - d. Resourcing arrangements (e.g. Secretariat support).
 - e. Meeting arrangements and quorum.
 - f. Reporting procedures to the board.
 - g. Time limit – ‘sunset’ or dissolution clause.
2. The Board appoints all members of committees.
3. The Board appoints Committee Chairs from amongst the Board Directors. Committee Chairs will be reviewed annually at the time of review of all Committees.
4. With the exception of certain limited delegations contained in their terms of reference, recommendations of the Committees are to be referred to the Board for approval. The Board reserves the right to accept, reject or modify Committee recommendations.
5. Committees of the Board may not:
 - a. Make decisions, undertake activities or engage resources outside the provisions contained in the Committee’s terms of reference and delegations.
 - b. Change their own terms of reference, although advice may be given to the Board on a recommended change.
 - c. Make decisions on behalf of the Board unless the Board has charged the Committee with the authority to do so, in a specific circumstance. (Note: In these circumstances, the Board still remains accountable for that decision).
 - d. Make representations to any stakeholders, including members, government agencies, suppliers,

employees or other parties or organisations, or enter into any agreements with third parties, on behalf of the Board.

6. Committees shall be required to evaluate themselves no less than every 2 years and provide this report to the Board.

5 Board Effectiveness

5.1 Director Protection

The Constitution indemnifies each Director to the fullest extent permitted by law. Each Director is entitled to a deed of indemnity, which shall include provisions relating to:

1. Access to Board papers.
2. Confidentiality.
3. Indemnity of the entity.
4. The provision of Directors Insurance.
5. Access to Board papers.

5.2 Board Evaluation

The Board will assess its performance at the meeting held before every second AGM. Evaluation will be on a collective and individual basis. Similarly, Board committees will also be evaluated every second year.

5.3 Director Remuneration

Directors will remunerated for Board and Committee work in accordance with the Sitting Fees Policy.

5.4 Director Selection

Directors shall be appointed in accordance with clause 9 of the Constitution and AOAC's *Director Appointment Policy*. A Director will hold office for three (3) years after they are appointed and will be eligible for reappointment provided that a Director cannot serve more than three (3) consecutive terms on the Board (unless specifically exempted from the operation of this rule by a resolution of the Board in each case).

5.5 Induction of Directors

It is the responsibility of the Board to develop an orientation program for new Directors and the induction process shall include but not be limited to:

1. Provision by the Board Chair of an induction pack containing a copy of:
 - a. AOAC Constitution.
 - b. Most recent AOAC Annual Report.
 - c. AOAC Board Governance Charter.
 - d. Copies of the Board meeting agendas and minutes for the preceding six months.
 - e. Budget for the financial year as approved by the Board.
 - f. Templates and forms the Director will require to participate in Board meetings.
 - g. Relevant documents for completion to enable requirements with AOAC to be met.

- h. Other documentation as appropriate to supporting the orientation of the new Director to the Board's activities.
2. An opportunity to meet or teleconference with the Board Chair for any clarification of the papers included in the induction and/or on the expectations of being a Director of the Board.
3. An opportunity to meet or teleconference with the EO for a briefing on AOAC's operations and activities.

5.6 Independence of Directors, Conflicts of Interest, and Related Party Transactions

Independence of Directors speaks to the Director's legal and fiduciary responsibilities to make decisions and act in the best interests of AOAC, free from any conflicting interest or loyalty that may impact detrimentally on the capacity to carry out their responsibilities.

Directors are appointed to the Board in accordance with the Constitution.

The above guidelines must be applied with common sense. Directors are best able to determine if they have an interest or relationship which is likely to impact on their independence. As such, each Director is expected to advise the Chair immediately if they believe they may no longer be independent. Should the Chair or any other Director have any concern about the independence of a Director, they must immediately raise the issue with that Director and, if the issue is not resolved, with the Board.

Should the Chair have any concern about his/her/their own independence, they must immediately raise the issue with the Board.

Directors must enter information into the Register of Conflicts of Interest and Related Party Transactions:

1. To disclose to the Board actual, potential and/or perceived conflicts of interest which may exist or might reasonably be thought to exist between the interests of any other parties in carrying out the activities of AOAC.
2. At the request of the Board within seven days or such further period as may be allowed, take such steps as are necessary and reasonable to remove any conflict of interest referred to above.

Directors will indicate to the Chair any potential conflict of interest situation as soon as it arises. Further, under s.192(1) of the Corporations Act, 'A director of a company who has an interest in a matter may give the other directors standing notice of the nature and extent of the interest in the matter,' and that such notice 'may be given at any time and whether or not the matter relates to the affairs of the company at the time the notice is given.' Such notice shall be recorded in a Register of Conflicts of Interest.

The same requirement will exist for related party transactions. Related party transactions include any financial transaction between a Director and the AOAC and will be reported in writing to each Board meeting.

These requirements will also apply to the Executive Officer and Company Secretary. The company secretary will maintain a Register of Related Party Transactions and a Register of Ongoing Conflicts of Interest.

5.7 Election of the Chair and Deputy Chair

The Board will appoint the Chair and Deputy Chair from amongst the Directors.

The Board resolves that the following process shall be followed when an election falls due for the position of Chair and Deputy Chair of the Board:

1. A specific agenda item for election of office bearers shall be included in the agenda for the first Board

meeting following a vacancy, or before the vacancy occurs.

2. The positions shall be declared vacant for all office bearers whose three-year term expires.
3. Should the Chair be among the office bearers whose term has expired, the Deputy Chair shall temporarily assume the role of Chair of the meeting (for this agenda item only).
4. If the Chair becomes vacant, the Deputy Chair shall act until a new Chair is appointed at the next Board meeting.
5. The Chair shall call for nominations for the vacant position(s) prior to the meeting.
6. Each nomination shall be seconded by another Director.
7. The nominee shall be asked if they accept the nomination.
8. If the nominee accepts, and there is only one nomination, the Board will consider whether the nominee is appointed. This outcome shall be recorded in the meeting minutes.
9. If there is more than one nominee for the position, a secret ballot shall be held. The Company Secretary and/or one an independent person will act as Returning Officer.
10. The nominee with the greatest number of votes shall be declared elected. This outcome shall be recorded in the meeting minutes.
11. Should there be an equal number of votes cast for each nominee, the vote shall be held a second time.
12. At the conclusion of voting and minuting of elections of office-bearers, the newly elected Chair will assume this responsibility for the remainder of the meeting.
13. The newly elected Chair or Deputy Chair will hold that office for the remainder of their tenure as a Board Member (which may be up to a maximum of three years).

5.8 Directors' Access to Information and Independent Advice

The Directors must be provided with the information they need to efficiently discharge their responsibilities.

The Board will arrange for the EO to supply the Board with information in a form, timeframe and quality that enables Directors to effectively discharge their duties. All Directors are to receive copies of Board papers, unless there is a significant conflict of interest, in which case relevant board papers will be withheld from the Director. In the event of any doubt, the Chair shall decide which papers should be withheld.

Any Director may take such independent legal, financial or other advice as they consider necessary at AOAC's expense provided:

1. The advice sought is in writing.
2. The advice sought is directly relevant to AOAC affairs.
3. The Chair's consent is first requested and obtained. The consent of the Chair will not be withheld unreasonably.

5.9 Directors Development

AOAC is committed to continuing development of its Directors. The Board allocates funds within its annual budget to encourage Directors to participate in training and development programs. Any Director wishing to undertake either specific directorial training or personal development courses is expected to approach the Chair for approval of the proposed course. Development may be in both governance and governance processes or in AOAC's industry. The Board will also undertake an annual review in relation to whether there is

a need for existing Directors to undertake professional development.

6 APPENDIX

6.1 AOAC Policies

1. Board and Committees Confidentiality
2. Circular Resolution
3. Code of Conduct
4. Conflict of Interest
5. Delegations of Authority
6. Director Appointment
7. Fraud
8. Information and Communications Technology
9. Website content management
10. Policy Monitoring
11. Privacy
12. Purchasing and Procurement
13. Sitting Fees
14. Strategic Risk Management
15. Travel

Accreditation Policies

16. Accreditation Services Complaint Handling
17. Assessment Team confidentiality
18. Internal review of Accreditation decisions
19. Prolongation of Accreditation
20. Transition and Teach out arrangements for Expiry of Accredited Osteopathy Approved program of study

Qualifications and Skills Assessment (QSA) Policies

21. QSA Appeals
22. QSA Assessment
23. QSA Assessor
24. QSA Special Consideration