

POLICY

1.1 BOARD OF MANAGEMENT

Supporting Procedure:	N/A	
Other Related Documents:	Policy 1.8 Board Performance Policy 4.1 Code of Ethics Policy 4.2 Conflict of Interest Policy 4.3 Risk Management PHCC Constitution (2018) Delegations of Authority (2017) with modifications Risk Management Plan (2017) with modifications All legislation as listed in 2.2 (within)	
Category:	Board	
Type:	Strategic	Dates:
1st Review By:	Jane O'Malley and Patricia Sutton	09/02/2017
2nd Review By:	Jane O'Malley and Patricia Sutton	12/02/2018
3 rd Review By:	Jane O'Malley and Patricia Sutton	10/04/2019
4 th Review By:	Jane O'Malley and Patricia Sutton	30/01/2020
Approved By:	PHCC Board	18/06/2020
Distributed:	Chief Executive Officer	16/06/2020

Introduction

A significant part of the Board structure and obligations of Board Members are dictated by various State and National Acts. The Board must operate within the provisions of the Associations Incorporation Act 2015 (WA), PHCC Delegations of Authority (2017, with amendments) and the PHCC Constitution (2018), which reflect both the legally required and unique processes by which PHCC have chosen to operate in accordance with the Act.

The Board also has a responsibility to undertake a number of tasks that provide strategic direction and oversight to the management of the organisation and contribute to the success of the organisation in achieving its objectives.

This Policy articulates legal obligations and structure of the Board and its Members.

Definitions

For the purposes of this Policy:

'Board of Management' or **'Board'** means the Association Members of PHCC and has the same meaning as the word 'Council' in the Constitution

'Board Member' means a member of the PHCC Board of Management

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Policy Statement

1 Board Structure, Operation and Responsibilities

- 1.1 The Board must maintain its membership structure in accordance with the PHCC Constitution (2018)
- 1.2 The Board must operate in accordance with the PHCC Constitution (2018) at all times including:
 - 1.2.1 Meeting regularly enough to monitor the performance of management and the organisation as a whole (minimum six meetings annually)
- 1.3 Board Members must understand and adhere to the policies of the organisation that apply to them
- 1.4 The Board must undertake and complete in a timely manner all tasks delegated to them as a Board, as individual Board Members, or during meeting processes including ensuring that:
 - 1.4.1 The organisation has an annual budget and short and long term business strategies in place and is effectively monitoring performance against them
 - 1.4.2 The organisation has a risk management strategy in place and is using it to protect people and assets
 - 1.4.3 The organisation produces an audited financial report that complies with all required legislation and provides that report in a timely manner to Members and other entities that require it
- 1.5 The Board must formally review its performance at least once per year as the basis for improving Board practices and quality assurance.

2 Legal Obligations and Statutory Compliance

- 2.1 Board Members must be aware of the legal obligations of the PHCC in relation to the Acts listed at Item 2.2 of this policy and:
 - 2.1.1 Ensure that there are processes in place within the PHCC to meet the requirements of these Acts or their Regulations, and
 - 2.1.2 Monitor the organisation's compliance to those requirements
- 2.2 Legislation relevant to PHCC includes:
 - 2.2.1 The Associations Incorporation Act 2015 (WA), which governs the structure, and management processes required of an incorporated association in Western Australia
 - 2.2.2 The Australian Charities and Not for Profits Commission Act 2012 which sets framework for the registration and regulation of charities within Australia, and imposes requirements on charities in regard to financial reporting and accountability among other things
 - 2.2.3 Equal Employment Opportunity (Commonwealth Authorities) Act 1987
 - 2.2.4 Equal Employment Opportunity Act, 1984 (WA)
 - 2.2.5 Occupational Safety and Health Act 1984 (WA)
 - 2.2.6 Occupational Safety and Health Regulations 1996 (WA)
 - 2.2.7 Work Health and Safety Act 2011 (Cth)
 - 2.2.8 Superannuation Guarantee (Administration) Act 1992

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2.2.9 Income Tax Assessment Act 1997 (Cth)

2.2.10 Corporations Act 2001 (Cth)

2.2.11 Australian Securities and Investments Commission Act 2001 (Cth)

2.2.12 The Australian Accounting Standards Board which is Australian Government agency under the Australian Securities and Investments Commission Act 2001.

3 Confidentiality

- 3.1 The Board shall decide from time to time whether any or all of its agendas, minutes or papers, or those of its sub-committees shall be made public. Where no express decision has been recorded, the assumption shall be that the material is not confidential
- 3.2 The Chairman or delegated representative:
 - 3.2.1 Is authorised to make statements to the media in the name of the organisation
 - 3.2.2 May remove any observers from a Board meeting to maintain confidentiality
 - 3.2.3 Where appropriate, may remove information identifying individuals from material before its consideration by the Board
 - 3.2.4 Is responsible for ensuring that Board materials are appropriately classified as confidential or public
- 3.3 Board Members are authorised to release to any person any material other than confidential material obtained in the course of their service as a Board Member where such release is in accordance with the requirements of any applicable legislation
- 3.4 Board Members shall not, during or in perpetuity, after their service on the Board:
 - 3.4.1 Disclose to any member of the public any confidential information acquired by virtue of their position as a Board Member
 - 3.4.2 Use any confidential information acquired by virtue of their position on the Board for their personal financial or other benefit or for that of any other person
 - 3.4.3 Make statements to the media in the name of the organisation except as authorised by the Chairman or their nominated representative
 - 3.4.4 Permit any unauthorised person to inspect or have access to any confidential documents or other information.

4 Expected Behaviours

Board Members are expected to adhere to Policy 4.1 Code of Ethics, Policy 4.2 Conflict of Interest and Policy 4.3 Risk Management

- 4.1 Board Members are also expected to:
 - 4.1.1 Attend meetings regularly and devote sufficient time and diligence to preparation for meetings to allow for full and appropriate participation in the Board's decision-making
 - 4.1.2 Be respectful of other Board Members, participate in discussion and allow for other discussion to ensure fair and full participation of all Board Members at meetings

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4.1.3 In the event of not being in a position to suitably contribute to Board deliberations and decision-making, pursue training or assistance to improve performance, or resign from the Board

4.2 The Chairman shall:

4.2.1 Ensure there is an appropriate separation of duties and responsibilities between Board Members (including themselves) and senior management

4.2.2 Ensure that the independent views of Board Members are given due consideration and weight in deliberations, and that final decisions are acceptable to the Board Members.