

## Board Work Plan, Committees and Office Bearers' Policy BPM-002

Application	Board only
Purpose	This policy describes and defines mechanisms which support the Board in fulfilling its governance roles in a manner that is fully aligned with the constitution and good governance.
References	<i>Associations Incorporation Reform Act 2012</i> <i>Fair Work Act 2009 (Cth)</i>
Associated policies/procedures	BPM-001 Code of Conduct and Directors' Responsibilities Policy BPM-003 Board and CEO Relationship Policy BPM-004 Addressing Conflict, Grievances and Complaints Policy BPM-007 Managing Conflicts of Interest Policy
Associated forms	N/A
Thorne Harbour Health	The Victorian AIDS Council Inc ( <b>VAC</b> ) and the Gay Men's Health Centre Inc ( <b>GMHC</b> ) are separate legal entities and 'incorporated associations' for the purposes of the <i>Associations Incorporation Reform Act 2012</i> (Vic). Each of VAC and GMHC is overseen by independent volunteer Directors, elected or appointed under the Constitutions for each entity. The entities operate under the trading name of Thorne Harbour Health. Each of VAC and GMHC is registered with the Australian Charities and Not-for-profits Commission. A reference to 'the Board' refers to the collective or committee of Directors of both VAC/GMHC.

### Policy scope

The roles and responsibilities of the Board are outlined in the Constitutions of each of VAC/GMHC. The Constitutions of VAC/GMHC are near identical in terms. For this reason, this Policy refers to 'the Constitution' singularly.

The Constitution specifies a number of matters about the Board's process, including as to meetings of Directors, the frequency of Board meetings, and quorums of the Board. The Constitution take precedence over Board policy. The Board is authorised by clause 23.5 of the Constitution to delegate specific responsibilities to "committees, working groups, staff and Members of [VAC/GMHC]".

This Policy describes and defines mechanisms which support the Board in fulfilling its governance roles in a manner that is fully aligned with the Constitution and good governance principles.

The three key mechanisms which support the work of the Board and which are covered in this Policy are:

- filling casual vacancies of the Board
- meetings of the Board
- delegation of preparatory and review tasks to Committees or ad hoc task groups of the Board.

In articulating roles for, and delegations to, Committees and task groups of the Board, these groups only support the work of the Board but do not diminish the authority or responsibility of the Board as a whole.

This Policy complements BPM-001 Code of Conduct and Directors' Responsibilities Policy.

### 1. Filling casual vacancies of the Board

From time to time, it will be necessary to fill a vacancy on the Board. Subject to clause 29 of the Constitution, the method of filling this vacancy is as follows:

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- 1.1. The Board determines whether it wishes to fill the vacancy or leave it vacant until the next election.
- 1.2. If the Board wishes to fill the vacancy, the person filling that position does so in accordance with the Constitution, completing the term of the person originally elected to the Board.
- 1.3. The Board should make every effort to ensure this appointment addresses the skills required on the Board, ensuring reasonable efforts are taken to have at least two people living with HIV (see clause 25.2).
- 1.4. If the vacancy is created within 60 days of the election of Board members, then the results of that election can be used to make the appointment, i.e. appointing the next person who would have been appointed at the general election.
- 1.5. If the vacancy is created more than 60 days after the election of Board members, then the Board may choose to advertise in appropriate media for an expression of interest to fill the casual vacancy. The advertisement will include criteria developed by the Board to fill any skills gaps on the Board at that time. The Board will ask the person or persons nominating to provide information about themselves, and the Board will formulate a process to determine who (if any) are the best fit with the advertised criteria.

## **2. Meetings of the Board**

- 2.1. Subject to the terms of clause 30 of the Constitution, the Board meets face-to-face on a monthly basis eleven times a year and its annual schedule of meetings is agreed at the first meeting after the Annual General Meeting (AGM); this schedule ensures that there is no more than 60 days between meetings.
- 2.2. Meetings will start at the agreed time providing there is a quorum (any five members of the Board). If no quorum is achieved the processes specified in the Constitution will be followed.
- 2.3. The Board, through the President or any three (or more) of its Directors, may determine at any time to hold a special meeting of the Board outside of its scheduled cycle of meetings. All Directors must be notified in writing in a timely manner of such meetings including the purpose of the meeting. The President will be responsible for ensuring appropriate communication to all Directors in respect to special meetings of the Board.
- 2.4. The President of the Board normally chairs Board meetings; in their absence or in circumstances where the President has a conflict of interest, the meeting will be chaired by the Vice President or other Director agreed to by the Directors in attendance.
- 2.5. The Chair may elect to temporarily vacate the chair for another Director for particular agenda items in order to freely participate in discussion or if they have a conflict of interest pertaining to the matter under discussion.
- 2.6. The Chair is responsible for:
  - a. adhering to the meeting agenda or proposing agenda variation to members in attendance
  - b. managing time allocations for agenda items
  - c. ensuring issues are broadly canvassed
  - d. encouraging open, respectful and full discussion

- e. addressing issues of process that may arise during the course of the meeting
  - f. clarifying and confirming decisions
  - g. ensuring transparent management of any declared or identified conflicts of interest that have potential to impact on Board discussion and decision-making or which are likely to raise issues of probity or appropriateness (see BPM-007 Managing Conflicts of Interest Policy).
- 2.7. All matters for discussion at Board meetings will be included in the Board agenda; both the agenda and supporting information will be circulated to all Directors at least four days prior to meetings. All Directors are expected to have read Board documents before the meeting.
- 2.8. The President, or in their absence the Vice President will finalise the Board agenda based on the Board's annual work plan (see 3 below) and taking into account any emerging issues identified by the CEO, Committees, working groups or Directors of the Board.
- 2.9. All members will be asked to declare any potential conflicts of interest in respect to the agenda at the commencement of the meeting (see BPM-007 Managing Conflicts of Interest Policy).
- 2.10. Decision-making by the Board will be by consensus whenever possible, although a show of hands may be called for at any time and in respect to issues where there is clearly difference in opinion. The Board will not normally use secret ballots in decision-making. Complex matters requiring depth of discussion may be held over from one meeting to the next for decision by agreement of the meeting or decision of the Chair.
- 2.11. The CEO will provide a minute taker for meetings of the Board and minutes of the previous meeting will be ratified at the commencement of the next meeting of the Board. Draft minutes (including actions) will be circulated to the Board within ten working days of the Board meeting, and again as part of Board papers for the subsequent meeting.

### **3. In Camera Board meetings**

#### **3.1. Principles**

An in camera Board meeting is held when Directors meet behind closed doors, without management or any other non-Board member present. Good Board governance requires confidentiality to protect individuals and sometimes the organisation. Secrecy, on the other hand, is seen as a misuse of trust and can damage or undermine authority.

In camera sessions must be used judiciously. The motivation for a closed or private deliberation - whether the need is for confidentiality or secrecy - should be understood and agreed to by all participating people.

In essence, an in camera session serves three core functions:

- i. it assures confidentiality;
- ii. it creates a mechanism for Board independence and oversight; and
- iii. it enhances relationships among Board members and the CEO to ensure matters are dealt with appropriately and sensitively.

#### **3.2. How is an in camera event scheduled**

An in camera session can be scheduled at the beginning or end of a Board meeting, it can be called by the Chair or by formal motion through a majority vote from the Board. Typically, it is planned

ahead of time with the knowledge of the CEO.

### 3.3. Minutes of in camera meetings

- If formal actions or a decision comes out of this meeting, then these should be documented as a formal record in the Board meeting minutes, so that outcomes can be tracked in subsequent meetings.
- In certain circumstances the chair will decide if there is a need to minute or store any documentation.
- The minutes will identify that an in camera meeting took place but do not share any further information of the discussion, only the actions.
- The Chair will decide when/if appropriate to let the CEO know a summary of what was discussed.

Clause 32 of the Constitution states:

- 1 The Secretary shall keep or cause to be kept minutes of the resolutions and proceedings of each general meeting and each Board meeting, together with a record of the names of persons present at each Board meeting.
- 2 If the Secretary is an employee of VAC, then the Board shall decide whether to exclude the Secretary from any “in-camera” sessions of the Board, in which case those Board members present will appoint a Board member to fill the role of Secretary for that “in-camera” session. Minutes of “in-camera” sessions will be kept by the Vice-President, together with a record of the names of persons present for the ‘in-camera’ part of the Board meeting. Inclusions in the minutes shall be agreed by the Board members in attendance at the “in-camera” session.

### 3.4. In summary

	<b>BOARD WITH CEO</b> (other staff included in agreement with Chair)	<b>BOARD ALONE</b>
<b>Rationale</b>	<ul style="list-style-type: none"> <li>• maintain confidentiality</li> <li>• discuss sensitive issues</li> <li>• where there is a potential conflict of interest</li> </ul>	<ul style="list-style-type: none"> <li>• create a forum that addresses issues related to CEO</li> <li>• where there is a potential conflict of interest for the CEO</li> </ul>
<b>Topics</b>	<ul style="list-style-type: none"> <li>• legal issues</li> <li>• major strategic and business issues</li> <li>• crisis management</li> <li>• roles, responsibilities and expectations of Board and CEO</li> <li>• Commercial in Confidence issues</li> </ul>	<ul style="list-style-type: none"> <li>• audit</li> <li>• CEO performance</li> <li>• CEO compensation</li> <li>• Succession planning</li> <li>• Legal issues involving CEO</li> <li>• Board functioning, behaviour and performance</li> </ul>
<b>Possible invitees</b>	<ul style="list-style-type: none"> <li>• senior staff</li> <li>• professional advisors</li> </ul>	<ul style="list-style-type: none"> <li>• professional advisors</li> </ul>
<b>Frequency</b>	Preferably at the start of meeting	Preferably at the start of meeting

## 4. Annual work plan of the Board and Board information requirements

- 4.1. The Governance Committee of the Board will submit to the Board, at the soonest possible time after the Annual General Meeting, an annual work plan for the Board’s approval.
- 4.2. The annual work plan will ensure that the agenda for each meeting balances:

- compliance and strategic matters
  - pre-determined content and opportunity to address emerging issues relevant to the Governance role
  - information (or consent) items and items requiring active consideration and debate.
- 4.3. The annual work plan of the Board will provide for:
- a. a cyclical program of Governance policy review
  - b. monitoring performance against the organisation’s strategic plan and review of the plan
  - c. discussion of strategic issues and articulation of the agency ‘position’ or view on key issues
  - d. discussion of and tasks associated with CEO and Board performance review
  - e. budget approval and financial monitoring
  - f. consideration of the auditor’s report and management letter
  - g. monitoring of risk and risk management plans
  - h. monitoring of quality and quality improvement plans
  - i. monitoring of organisational culture and workforce features against agreed benchmarks/goals
  - j. Board succession planning
  - k. stakeholder (including staff) and member communications on key issues
  - l. consideration of CEO, President and Committee and task group reports.
- 4.4. Based on the approved annual work plan, the Governance Committee will ensure reporting requirements of the Board are articulated for the CEO and Committees of the Board in order to ensure the Board is briefed at a level of detail that is appropriate to the Governance role and that supports sound decision-making and effective performance monitoring.

## **5. Committees and task groups of the Board**

- 5.1. In addition to the Executive of the Board, which is prescribed by the Constitution (clause 24), the Board has established three standing Committees pursuant to the terms of clause 23.5 of the Constitution.

The Committees established by the Board are:

- Finance, Risk and Audit (FRAC)
- Governance
- Community Research Endorsement Panel.

- 5.2. There will be no more than four Board members on any one Committee
- 5.3. No Director, except the President, may be on both the FRAC and Governance Committee.
- 5.4. The President may attend any Committee meeting as deemed necessary.
- 5.5. The Chair of a Committee may, on an ‘as needs’ basis, invite the Chair of another Committee, or a member of the Executive to attend and participate in a meeting of the Committee to discuss matters of concern to that Committee. For example, the Treasurer, as Chair of FRAC, may invite the Chair of the Governance Committee to participate in a meeting of FRAC to address a matter of concern to both Committees.
- 5.6. The Board may at any time review the need for and/or vary its Committees.

- 5.7. Each Committee of the Board is delegated specific roles and responsibilities by the Board and these may be varied by the Board.
- 5.8. The Board may elect to establish additional, specific purpose, limited-term task groups. When this occurs, the Board will provide a specific delegation and specify membership, period of operation and reporting requirements.
- 5.9. The Board may elect to establish joint Committees or collaborative task groups in conjunction with partner or stakeholder organisations. In doing this the Board will negotiate, through the President or other nominated representative, appropriate terms of reference and representation – but agreed roles and terms will not diminish in any way the responsibilities or authority of the Board.
- 5.10. Each Committee and task group of the Board works to support the effort of the Board as a whole and does not replace or reduce the authority of the Board as a whole.
- 5.11. Each Committee shall have a Chair. The Chair will directly report to the President on the outcomes of each meeting in a timely manner and be responsible for accurate minutes as a record of each Committee meeting.

## **6. Delegations to committees**

### **6.1. FRAC**

#### **6.1.1. Delegations to this Committee are:**

- a. preliminary review of financial reports
- b. oversight of the development of draft financial strategy, including budget, fundraising and income streams
- c. drafting and initial review of financial and risk related policy
- d. preliminary review of the risk register and control arrangements
- e. review of internal financial control arrangements
- f. organisation of the selection process for the external auditor and any necessary liaison with the auditor
- g. review of this delegation and making recommendations to the Board on any changes
- h. annual internal audit program.
- i. With respect to Committee members representing the organisation, see the relevant governance policy.

#### **6.1.2. FRAC membership**

- a. The President, as and when required
- b. Board Members:
  - the Treasurer, as Chair
  - up to 3 additional Board members, including the President
- c. Advisory Members:
  - the CEO
  - the Director, People and Corporate Services
  - any other staff member or external person as required by the Committee from time to time.

#### **6.1.3. Meeting and reporting expectations**

Committee meetings will start at the agreed time providing there is a quorum (two Board

members present). If no quorum is achieved, all committee members will be notified. The decision to reschedule or defer until the next scheduled meeting will be at the discretion of the Committee Chair.

The Board expects that this Committee will:

- a. meet every two months
- b. adopt a prioritised annual work plan
- c. report to the Board on a monthly basis with particular reporting and discussion items scheduled into the annual work plan of the Board
- d. maintain and make available to the Board minutes of its meetings.

The CEO will ensure an appropriate level of executive support is made available to FRAC.

## 6.2. Community Research Endorsement Panel

### 6.2.1. Delegations to this Committee are:

- a. determine and make recommendations to the Board as to whether or not Research is of a nature that should be endorsed by Thorne Harbour Health (VAC/GMHC) in circumstances where VAC/GMHC had been requested to endorse specific Research projects
- b. recommend to the Board the appropriate response to requests to actively support specific Research projects through recruitment of volunteers or provision of resources (including in-kind)
- c. identify areas in which Research effort should be prioritised and strengthened and propose to the Board associated influencing and advocacy strategies
- d. develop and recommend to the Board Thorne Harbour Health's response to contemporary Research issues of relevance being debated in the public arena
- e. appropriately broaden the Committee membership to ensure expertise across a range of Research areas and adequate representation by positive people.

### 6.2.2. Community Research Endorsement Panel membership is:

- a. The President, attending as required
- b. Board members
  - up to 3 Board members, one of whom will be Chair
- c. Advisory members
  - the CEO
  - a staff representative working in a relevant professional area
  - up to three individuals external to Thorne Harbour Health who will add value to the work of the Committee; these members will be identified by the Thorne Harbour Health members of the Committee.

### 6.2.3. Meeting and reporting expectations

The Board expects that this Committee will:

- a. meet at least three times per year either electronically or face-to-face; at least one of the meetings will be face-to-face
- b. adopt a proactive approach to identifying Research gaps and responding to contemporary debate of relevance
- c. report to the Board at least twice each year
- d. maintain and make available to the Board minutes of its meetings.

The CEO will ensure an appropriate level of executive support is made available to this Committee.

### 6.3. Governance Committee

#### 6.3.1. Delegations to this Committee are:

- a. drafting and preliminary review of Board policy (excluding Finance and Risk)
- b. drafting and review of overarching membership strategy
- c. leading and reviewing succession planning initiatives of the Board
- d. managing the Board's performance review process
- e. assisting the President to manage grievances and complaints as specified in BPM-004 Addressing Conflict, Grievance and Complaints Policy
- f. oversight of preparation for general meetings and special meetings of members
- g. oversight of the preparation of the annual report
- h. monitoring compliance with the Constitution and the Associations Incorporation Reform Act 2012
- i. drafting the Board's annual calendar of work and articulating the related Board information requirements
- j. reviewing this delegation and making recommendations to the Board on any changes.

#### 6.3.2. Governance Committee membership is:

- a. The President, as and when required
- b. Board members
  - Up to 3 Board members, one of whom will be Chair
- c. Advisory Members:
  - the CEO
  - the Director, People and Corporate Services as required by the Committee from time to time.
  - any other staff member or external person as required by the Committee from time to time.

#### 6.3.3. Meeting and reporting expectations

Committee meetings will start at the agreed time providing there is a quorum (two Board members present). If no quorum is achieved, all committee members will be notified. The decision to reschedule or defer until the next scheduled meeting will be at the discretion of the committee Chair.

The Board expects this Committee will:

- a. meet every two months
- b. adopt a prioritised work plan
- c. report to the Board at least four times a year with particular reporting and discussion items scheduled into the annual work plan of the Board
- d. maintain and make available to the Board minutes of its meetings.

The CEO will ensure an appropriate level of executive support is made available to this Committee.

### 6.4. Office Bearers of the Board

- 6.4.1. The role and responsibilities of the Office Bearers of the Board are limited by the Board to meeting at the instigation of the President to address urgent matters arising between meetings of the Board as per the delegations prescribed in clause 6 (below).

6.4.2. Office Bearers are prescribed by the Constitution as follows (clause 24.1):

The Officer Bearers of the Association shall be:

- a) the President
- b) the Vice-President
- c) the Treasurer
- d) the person employed as the Executive Officer of the Association.

The Officer Bearers of the Association shall constitute the Executive of the Association to which the Board shall delegate such powers and functions as the Board considers appropriate.

6.4.3. The Board expects the Executive will:

- a. meet infrequently (or not at all if there is no cause to meet), face-to-face or electronically
- b. provide a full and transparent report to the Board on any action it initiates or matter it addresses.

## **7. Delegations to the President, Vice President and Treasurer (Office Bearers)**

The Board elects the President, Vice President and Treasurer and provides the following delegations:

### **a) President**

- i. to assume any role articulated as being a responsibility of the President in the rules of the organisation
- ii. manage the meetings of the Board (including the meeting agenda) and report to the Board on a regular basis
- iii. be the primary Board point of contact and support for the CEO, and lead CEO recruitment and performance review processes (see BPM-003 Board and CEO Relationship Policy)
- iv. manage conflicts and grievances according to BPM-004 Addressing Conflict, Grievance and Complaints Policy
- v. represent the organisation in a manner consistent with Board policy
- vi. lead and/or participate on Committees or task groups of the Board as required
- vii. ensure the Board conducts regular and rigorous appraisals of its own performance
- viii. ensure the Vice President is consistently and appropriately briefed in order to support them to act in the role of President should this become necessary at any time.

### **b) Vice-President**

- i. assume any role articulated as being a responsibility of the Vice President in the rules of the organisation
- ii. act in the role of President in the absence of the President and provide related reports to the Board
- iii. - Assist the President as requested
- iv. manage any conflicts of interests or grievance involving the President
- v. participate on Committees or task groups of the Board as specified in the Constitution and/or this policy or at the request of the President.

c) Treasurer

- i. assume any role articulated as being a responsibility of the Treasurer in the rules of the organisation as detailed in the Board Financial Governance Policy BPM-005 and the Board Delegations document BPM-009
- ii. Chair the Finance, Risk and Audit Committee
- iii. provide financial and risk reports to the Board on behalf of the Finance, Risk and Audit Committee as detailed in the Board Financial Governance Policy BPM-005
- iv. support the Board to ensure all members of the Board have an adequate level of financial literacy to contribute responsibly to the financial governance of the organisation
- v. liaise with the CEO and delegates as necessary to ensure Board and Finance, Risk and Audit Committee information and reporting requirements are met
- vi. present the audited financial statements to the Annual General Meeting on behalf of the Board
- vii. liaise with the Board's auditor on behalf of the Board as necessary.