

Board Charter

ROLE OF THE BOARD

The role of the Board is to set the strategic direction and to provide leadership and guidance for the organisation to deliver on its strategic initiatives, through strong governance and agile decision making.

KEY RESPONSIBILITIES OF THE BOARD

- ensure that Parkinson's Victoria complies with its Constitution, values, vision and mission
- identify the strategic priorities and direction for Parkinson's Victoria, and approve achievable strategic plans
- ensure that Parkinson's Victoria complies with all relevant laws, regulations and regulatory requirements
- ensure Parkinson's Victoria meets its contractual and statutory obligations
- approve an annual budget and monitor financial performance to ensure solvency and financial health
- identify the roles and functions of any sub-committees, office bearers or Directors, the Chief Executive Officer, other staff and personnel
- manage risk by overseeing a risk management framework
- plan for the succession of the Board and Chief Executive Officer
- ensure delegations of authority are clearly defined and documented
- recruit, supervise and evaluate the performance of the Chief Executive Officer
- review and manage the Board's own effectiveness in performing its role
- identify and manage conflicts that may arise within Parkinson's Victoria or between it and others
- to promote within Parkinson's Victoria a culture of participation, support, development, and wellness ensure that the organisation assesses its social, ethical and environmental impact.

DUTIES OF DIRECTORS

The Directors are to manage and to have oversight of management of the business of Parkinson's Victoria and may exercise all the powers of Parkinson's Victoria that are not, by the Act or by the Constitution, required to be exercised by the Parkinson's Victoria in general meeting.

In accepting their positions, Directors undertake to provide sound governance and effective leadership to Parkinson's Victoria. Directors commit themselves to ethical, professional and lawful conduct, including proper use of authority and appropriate behaviours.

Directors are required to be familiar and comply with the duties to which they are subject under the Legislation and otherwise at law, including the duty to act in good faith and in the best interests of Parkinson's Victoria.

ROLE AND DELEGATION TO MANAGEMENT

The Board has delegated to the Chief Executive Officer (CEO) the responsibility for the development of the operational plan and the implementation and achievement of the planned targets for Parkinson's Victoria as set out in the Strategic Plan.

Management of day to day operations is undertaken by the CEO, subject to specified delegations of authority approved by the Board.

Any matters or transactions outside the delegations of authority must be referred to the Board or Board Committee (as applicable) for approval.

DECISION MAKING

Directors should bring an independent judgement to bear on Board decisions and question, request information or raise any issue which is of concern to them so as to canvas fully all aspects of any issue confronting Parkinson's Victoria. Directors cast their vote on any resolution according to their own judgement. Outside the Boardroom, Directors are required to support the letter and spirit of Board decisions.

INDEPENDENT ADVICE

Directors, with the agreement of the Chair, may seek independent advice at the reasonable expense of the Company on any matter before the Board for consideration.

CONFIDENTIALITY

Directors will keep confidential Board discussions, deliberations and decisions which are not publicly known. Confidential information received by Directors in the course of the exercise of their duties remains the property of Parkinson's Victoria unless that disclosure has been authorised or is required by law.

Directors will not reveal to any other person any confidential information about the business of Parkinson's Victoria; employees or volunteers and clients and the Directors understand that this obligation is subject to legal obligation to disclose information and this obligation applies both while they are a Director and after they cease to be a Board Director.

CODE OF CONDUCT

Directors will comply with the Board Code of Conduct and are expected to act ethically at all times whilst undertaking their duties.

BUSINESS OF THE BOARD

The Board are to adhere to the Board Code of Conduct as it relates to public statements and social media comment. Directors are not to engage in social media comment about the business of Parkinson's Victoria or with the media in general without the specific approval of the Chair.

CONFLICT OF INTEREST

Directors are obliged to comply with the Company's Conflict of Interest Policy. Conflicts may be real or perceived involving personal interests or the interests of any associate. Such conflicts will be recorded in the minutes of the meeting and be added to a conflict of interests register kept by Parkinson's Victoria. Directors will undertake to advise the Company in writing if a conflict or potential conflict of interest arises in the future and to stand down in any decision making process in which they may be compromised.

Directors will:

- Act impartially and without prejudice
- Declare any potential or actual conflict of interest
- Not accept gifts or benefits that would influence a decision.

EXPECTATIONS OF DIRECTORS

Directors are expected to make an adequate time commitment to attend Board meetings as scheduled by the Chair in consultation with Directors. Meetings can be attended in person or via remote access such as video or telephone conferencing.

It is expected that Directors attend at least 3 consecutive meetings of the directors or at least 4 meetings over a period of 365 days. Directors are expected to apply for a leave of absence when they are unable to attend 4 meetings within a given year.

There is an expectation that Directors attend annual strategic planning days and business development workshops.

BOARD SIZE AND COMPOSITION

The size of the Board will be determined in accordance with the Company's Constitution and Policies.

Collectively Board Directors should have a broad range of skills, experience and knowledge necessary to guide the business of the Company.

The Board will determine and regularly review the composition of the Board having regard to the mix of skills and experience of individual Directors and duration of the terms served by Directors.

INDUCTION AND TRAINING AND DEVELOPMENT

New Directors will undertake an induction program to familiarise themselves with the Company's activities.

Directors are encouraged to undertake continuous education and professional development relevant to their role as Directors.

CHAIR

The Board will appoint one of its members to be the Chair in accordance with the Company's Constitution.

If the Chair is absent from a meeting the Directors present must select one of the Directors present to act as Chair.

The Chair's role is to facilitate the effective contribution of all Directors and to promote constructive and respectful relations between Directors and between the Board and management. In particular the Chair:

- Provides leadership to the Board enabling efficient organization and conduct of the Board processes;
- Manages the relationship between the CEO and the Board
- Oversees the Board agenda and provision to Directors of timely, relevant information to assist them to be effective members who fully participate in Board activities;
- Manages the business of the Board by presiding over meetings, resolving differences between Directors and seeing that decisions are reached promptly;
- Managing Board interactions to be effective, open, focused, constructive, collegiate and respectful;
- Encourages debate amongst directors;
- Guides and promotes on-going effectiveness and development of the Board and individual Directors;
- Monitors Board performance;
- Meeting with individual Directors (at least annually) as part of the performance evaluation process;
- Meeting with the CEO on a regular basis to review the CEO's performance against key performance indicators approved by the Board;
- Ensuring that there is a process for the induction of new Board members;
- Ensuring that the Board allocates time each year for strategic planning and development and that strategy alignment is considered as a factor in every Board decision.

COMPANY SECRETARY

The Board will appoint at least one Company Secretary. Appointment and removal of a Company Secretary will be subject to Board approval. All Directors shall have direct access to the Company Secretary.

The Company Secretary's role includes:

- Ensuring compliance requirements of the Board are met including regulatory filings to relevant statutory and regulatory bodies including but not limited to ASIC (Australian Securities and Investment Commission) and ACNC (Australian Charities and Not-For-Profits Commission).
- Working with the Chair and CEO to maintain and deliver best practice governance.
- Obtaining legal advice at the request of the Board.
- Providing advice and guidance to the Board on governance matters.
- Authorise and sign contracts and leases when required in accordance with the company delegations matrix.

BOARD SUB-COMMITTEES

The Board appoints Board Committees to assist the Board in particular areas but the Board cannot delegate its responsibilities. The Board will appoint the sub-committee Chair and Committee members based on individual skills, insights and expertise. The Chair of a Board

sub-committee will report any matters of substance to the next Board meeting. A copy of all sub-committee minutes will be provided to the Board for discussion and noting.

The Board currently has a Governance Committee, Finance & Investment Committee and a Research Committee whose role is to provide advice and assistance to the Board in relation to financial management, governance matters and research matters. Each committee has its own Terms of Reference which is to be reviewed at regular intervals and amended by resolution of the Board.

REVIEW OF BOARD EFFECTIVENESS

Every two years Directors will participate in a review of the Board's effectiveness in carrying out its responsibilities, the performance reviews may include:

- A collective review of effectiveness undertaken by the Board;
- Individual performance reviews for directors; (if appropriate)
- Opportunities for directors to give private feedback to the Chair on Board effectiveness; or
- Such other review mechanisms as the Board decides.

The Chair, in consultation with the Board will consider whether or not an external facilitator is engaged to facilitate the annual Board reviews.

CHARTER REVIEW

The Board Charter will be reviewed by the Board every two years or as required.

Any modifications to or replacements of this Charter must be approved by the Board

DOCUMENT CHANGE HISTORY

Version Number	Conducted by	Approved by	Date	Description of changes
1	Governance Committee	Board	25/6/18	Endorsement of draft