



**Better Health Network**

Policy	Board Governance Charter
Custodian	CEO
Approved By	Board of Directors

# Board Governance Charter

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## 1 Introduction

The Board Charter provides an overview of the Board's governance obligations. It should be considered in conjunction with the Act, other relevant legislation, the Constitution and any supporting policies.

It is expected that Directors will comply with this Charter and any amendments to it.

## 2 Terminology

For the purposes of this Charter:

- *Act* means the *Corporations Act 2001* (Cth).
- *Board* means the board of Directors of the Company.
- *Chair* means the chair of the Board.
- *Charter* means this Board charter, including any attached schedules or annexure.
- *CEO* means the Chief Executive Officer of the Company.
- *Code of Conduct* means the most recent code of conduct approved by the Board outlining the expected ethical and behavioural aspects of Officers and employees of the Company.
- *Company* means **BHN Better Health Network Ltd, ACN 659 939 054**.
- *Constitution* means the constitution, articles of association and memorandum of understanding, or any other constituent documents governing the operations of the Company.
- *Director* means a director of the Company.
- *Officer* has the meaning given to that term by section 9 of the Act and includes Directors, the Secretary and all persons who make or participate in making decisions affecting the Company (including members and employees) or who have the capacity to significantly affect those decisions or the Company's financial standing.
- *Secretary* means a secretary of the Company.

## 3 Scope of Board Charter

### 3.1 Purpose

This Charter and any supporting policies form the basis for the governance framework for the Company.

The aim of this Charter is to:

- assist Directors to understand their obligations, the Board's policies and obligations, and those of the Company;
- provide surety and consistency to facilitate reliability and confidence in the Board's operations;
- ensure the Board has policies and procedures in place to enable it to operate effectively and efficiently in managing the Company; and
- enable the Board to effectively manage its operations and interactions with regulators and auditors.

### **3.2 Interaction with Constitution**

This Charter is intended to operate in conjunction with the Constitution, and has been made pursuant to the Board's powers to regulate its affairs under the Constitution.

The Charter must at all times be read subject to the Constitution.

In the event of any discrepancy or ambiguity arising concerning the interpretation or application of any provision, the Constitution's interpretation or application will take priority.

Any provision in this Charter that is impacted by any amendment to the Constitution must be read as if amended along with the Constitution, and the appropriate changes must be effected by the Board at its earliest opportunity.

### **3.3 Policies**

The Board may develop and implement policies concerning any aspect of the operation of the Company.

Where this Charter and a policy deals with the same subject matter, the policy will prevail.

The Board must make all relevant policies available to all Directors upon induction and upon request.

## **4 The Board**

### **4.1 Board Governance Policy Statement**

The BHN Board is committed to upholding the highest standards of governance to ensure the effective oversight, strategic leadership, and ethical stewardship of the organisation. Board Directors are expected to act with integrity, accountability, and in the best interests of the organisation, complying with all relevant legal, regulatory, and fiduciary responsibilities. Decision-making will be guided by transparency, inclusivity, and a culture of collaboration and continuous improvement.

The Board will operate in accordance with its Governance Charter, including the Code of Conduct, its Constitution and any relevant policies, ensuring clear roles and responsibilities between governance and management. It will regularly evaluate its performance, engage in ongoing professional development, and promote a culture of accountability to stakeholders. Conflicts of interest will be managed proactively, and risk oversight will remain a key priority to uphold the BHN's vision, values and sustainability.

This policy statement will be reviewed on an annual basis as part of the Charter review cycle.

### **4.2 Directors**

Directors must be appointed in accordance with the Constitution and the Act. Directors must only be appointed if the Company has received their prior written consent.

### **4.3 Chair**

The Board must elect a Director to be the Chair of the Board. In electing a Chair, to promote the principle of renewal, it is recommended that the maximum period for any

one person to perform the role of Chair of the Board be three years, where this is considered in the best interests of the organisation.

The Chair of the Board must provide leadership to the Board, ensure the Board's progress is consistent with the Company's strategic plan and that its actions are consistent with Company policy, ensure compliance with any Code of Conduct, and preside over Board meetings in accordance with clause 6.2.

#### **4.4 Function and purpose**

The Board is responsible for:

- ensuring effective governance of the Company;
- providing leadership to the Company to protect and further the interests of its members;
- determining the Company's purpose, vision, priorities and the strategic direction of the Company, and the activities to be undertaken to achieve these;
- determining organisational policies to ensure the effective operation and management of the Company; and
- ensuring the Company complies with all relevant legislation, and all compliance obligations.

#### **4.5 Committees**

The Board may form committees to assist the Board, and may define their functions and terms of reference, and delegate any of their powers permitted under the Constitution and any delegation policy to those committees to achieve those functions.

The Board may dissolve any such committee subject to the requirements of the constitution and the Corporations Act and may revoke any delegation of its powers.

A committee exercising the delegated power of the Board must act within the terms of reference imposed by the Board and all delegation limitations.

It is expected that Board Directors participate in at least one Committee.

Board Directors may elect to attend any Committee Meeting notwithstanding their membership.

To promote the principle of renewal (consistent with 4.2 above), it is recommended that the maximum period for any one person to perform the role of Chair of a committee be three years, where this is considered in the best interests of the organisation.

The Chair of each of Committee will ensure that any significant issues are brought to the attention of the full Board. All Committee Papers and minutes will be included in the full Board papers as consent agenda items and require the attention of the full Board.

As per clause 9.1.2 of the Constitution, Members of Committees need not be a Member or Director. Any non-Director committee members, duly appointed by the

Board, will form part of the committee's quorum, and will be entitled to a vote as part of that specific committee's proceedings only.

#### **4.6 Responsibilities**

The Board must:

- 4.6.1 act consistently with any business or strategic plan or other document approved by the Board and relevant to the operations of the Company;
- 4.6.2 establish, enforce and update as necessary:
  - an appropriate Code of Conduct for Directors, employees and members of the Company;
  - appropriate procedures for assessing and dealing with the performance of the Directors and the Board generally;
  - appropriate procedures for dealing with conflicts of interests;
  - appropriate procedures for the conduct of meetings (whether Board meetings or general meetings of the Company); and
  - appropriate procedures and internal controls to prevent the misuse of the Company's property or finances;
- 4.6.3 ensure adequate and appropriate records are kept on matters such as financial records, meetings and delegations;
- 4.6.4 ensure only qualified and experienced employees are appointed to the Company and in appropriate roles for those qualification and experience; and
- 4.6.5 permit the Company's management to manage the Company by ensuring the Board provides only high-level input (unless necessary).

#### **4.7 Strategic and business planning**

The Board is responsible for the strategic planning of the Company, to determine the manner in which the Company is to progress, and to set reference terms for the development of policies and initiatives.

The Board must engage in strategic planning by establishing, implementing and updating:

- a strategic plan, setting out the Company's goals and objectives;
- a business plan, setting out the Company's operational activities; and
- an annual budget, setting out the Company's proposed expenditure.

The strategic plan and the business plan must be regularly reviewed and updated (at least annually) to determine their alignment with the then current progress of the Company. The annual budget must be updated as necessary.

## **4.8 Risk Management**

The Board must oversee the risk management of the Company and must establish, enforce and update as necessary appropriate procedures for identifying, assessing and dealing with risk (including interventions and investigations where necessary). In this context, risk management involves protecting the Company from potential events having a negative impact on its objectives.

Directors must consider all relevant risks when making decisions.

Directors must each assure themselves that adequate risk management procedures are implemented by the Company, including by:

- understanding the risk management process and levels of acceptable risk;
- receiving and reviewing regular reports on the Company's risk management procedures;
- reviewing the minutes of the Company's risk committees (if any) to ensure risks are identified and appropriately managed; and
- ensuring the regular review of the Company's risk management practices by external auditors.

## **4.9 Relationships**

### **4.9.1 Chief Executive Officer**

The Board may appoint a CEO, who is a Company employee. The Board is responsible for the CEO's performance, and must maintain appropriate oversight over the CEO's activities.

The Board must decide the terms of the CEO's appointment, but the CEO will at all times be subject to and will act in accordance with any Board directions.

The Board may delegate exclusively or non-exclusively to the CEO any of its powers or functions (not being duties imposed on the Board as Directors by the Act or the general law) in accordance with the Company's delegation policy.

The CEO must:

- effectively perform any role within its job description, or any task delegated by the Board;
- maintain oversight and/or direct involvement (as necessary) in all aspects of the Company's operations;
- maintain communication with the Board as necessary, including escalating for the Board's consideration any matter required to be escalated;
- provide accurate and timely information and reports to the Board, to enable the Board to perform its role effectively;
- generally support the Board in its role; and

- if required by the Board, attend personally for all or part of Board meeting as directed by the Board.

#### **4.9.2      Secretary**

The Board must appoint a Company Secretary.

A secretary must be appointed in accordance with the Constitution and the Act.

The Secretary holds office on such terms and conditions as to remuneration and otherwise as the Board sees fit.

The Board may dismiss a Secretary and make a new appointment.

#### **4.10     Director induction**

The Board must establish and implement an effective and thorough orientation process for new Directors.

The induction must ensure new Directors are provided with or have access to all relevant information and are familiarised with all relevant areas of the Company, to enable the new Directors to perform their roles.

Director induction must include a comprehensive guide of matters and topics to be discussed with, and materials to be supplied to the new Director, including information on:

- rights, duties and responsibilities;
- expectations of and from the Director;
- acting in the best interests of the Company;
- managing conflicts of interest; and
- an induction program.

#### **4.11     Professional development**

The Chair will ensure continuous education and professional development programs are made available to Directors as and when necessary.

#### **4.12     Board Performance Review**

The Board must, at least annually, assess its performance both collectively and as individual Directors.

This may be conducted through:

- self assessment;
- peer assessment; and/or
- interviews conducted by an external facilitator or the Chair.

All matters relating to a Director's assessment are confidential. Director assessments must not be presented to other Directors unless consent to do so has been provided by the Director concerned, or unless the assessment is de-identified and presented in an aggregate form.

## 5 Board members

### 5.1 Duties as Directors

Each Director has duties owed to the Company. These duties include those of care, diligence and skill, and of loyalty and good faith toward the Company.

Specifically, the duties of Directors include those duties to:

- act bona fide in the interests of the Company;
- use Director's powers for proper purposes;
- act with unfettered discretion;
- avoid conflicts of material interest; and
- not make improper use of their position as a Director or information gained, whether or not to cause detriment to the Company.

At BHN the Board of Directors will:

- acknowledge their primary responsibility and loyalty to BHN and act accordingly;
- act responsibly and fulfil their duty of care to BHN's best interest, regardless of their personal, professional or other affiliations;
- fulfil their statutory and fiduciary responsibilities as a Director of BHN;
- be familiar with and abide by the Constitution and Board Policies;
- act ethically and with integrity in all their personal and professional dealings, abiding by the Board Policies relating to ethics, conduct and conflict of interest;
- monitor Board processes and procedures and ensure that the Board as a whole complies with its legal obligations and agreed policies;
- speak with one voice externally on all Board decisions, policies and agreed positions of the Board;
- bring expertise in their relevant fields, and open doors to networks and other opportunities to help the Board Chair and BHN more broadly in working towards its vision;
- in all deliberations, take a forward-looking, strategic view looking more at broad concepts and ramifications than a focus on detail;

- contribute to planning and decision-making, bringing to the discussion a sufficient level of knowledge and understanding of the needs of owners and stakeholders and the sector in which BHN operates;
- contribute to discussion, debate and decisions of the Board, with independence of thought, wisdom and informed counsel;
- stay up to date with issues affecting the organisation, determining when an issue needs to be brought to the attention of the Board, the Chairperson or a committee of the Board and/or the CEO; and
- assess and monitor the financial status of the organisation, and obtain the necessary training to fulfil this obligation. Such training will be made available by BHN if required.

Breach of these duties may lead to the sanctioning of the Director by the Company, which may include suspension or dismissal.

A breach of a Director's duties may also result in the imposition of civil penalties by the Australian Securities and Investments Commission. Any reckless or intentional dishonesty may result in criminal offences.

Former Directors retain obligations to the Company after resigning their positions, including (but not limited to) obligations of confidentiality.

## 5.2 **Code of Conduct**

Directors must act with integrity in a businesslike and reputable manner appropriate to their position as Directors of the Company.

It is expected that Directors will comply with the Code of Conduct

The Board commits itself and its Directors to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

Directors will:

- act honestly, in good faith, with care and diligence and in the best interest of BHN;
- conform to the Board Policies, respecting due process and fair play;
- conduct themselves in a manner that brings credibility and goodwill to the organisation;
- not attempt to exercise individual authority over the organisation;
- when interacting with the CEO or with staff, Directors will recognise that as individuals they do not have authority to direct or instruct the CEO or staff;
- when interacting with the public, the media or other entities, Directors recognise that they are not to speak for the Board except to convey explicitly stated Board decisions that are not confidential to the Board or the organisation;
- respect the confidentiality of data and information obtained as Directors. All information developed by BHN is the intellectual property of BHN and is not to be divulged to any party except with the explicit approval of the Board;

- be properly prepared for meetings and deliberations of the Board;
- support the legitimacy and authority of Board decisions, irrespective of the Director's personal position on the issue;
- treat each other and the staff with respect and courtesy; and
- complete Criminal History Checks as per the Board of Directors Criminal History Check Work Instruction

### **5.3 Declaration of Private Interests and Conflicts of interest**

A conflict of interest occurs when a person has a personal interest which conflicts with the interests of the Company, where it can reasonably be expected that decisions of the affected person may be influenced. It includes actual, potential and perceived conflicts of interest.

Directors have the following duties concerning conflicts of interest:

- Directors must avoid conflicts of interest, and must actively determine whether such conflicts exist;
- Directors must disclose personal interests in a matter and may be invited to provide comment to the Board to contextualise or explain the personal interest. Subject to Board direction, the Director may be asked to leave the meeting where the matter is being considered or deliberated by the Board. Where the matter is referred for a vote, the Director may not be permitted to vote on the matter;
- Directors must adhere to the same principles in relation to the interaction with non-Board members, and must not speak for the Board on such matters except to repeat Board decisions or to direct inquiries to the Chair; and
- Directors must maintain confidentiality regarding conflicts of a sensitive nature.

Details of any conflicts, and their impact on the Company, must be disclosed to the Board as soon as they become apparent. The disclosure of conflicts of interest must be minuted.

Disclosure of material personal interests may be made by standing notice, as per the Declaration of Private Interests Work Instruction. This form includes declaration of any private interests (including office holdings, shareholdings and trusts) and director eligibility (including bankruptcy, insolvency and disqualification).

As per the Work Instruction, candidates short-listed for appointment to the Board must complete a Declaration of Private Interests form. Upon appointment, all Directors must have submitted a completed Declaration of Private Interests form, and it must be reviewed (and updated as necessary) annually.

Despite any of the above, Directors must comply with their legal obligations regarding identifying, disclosing and managing conflicts of interest, as well as any policy concerning conflicts of interest accepted by the Board.

#### **5.4      Gifts, benefits and hospitality**

Directors must not accept gifts, benefits or hospitality from people where those gifts, benefits or hospitality are valued above \$100 or that there is a real possibility they are seeking to influence their decisions unfairly. In all cases, Directors must exercise sound judgment to avoid the perception of a conflict of interest when deciding to accept gifts, benefits or hospitality.

All offers of gifts, benefits and hospitality made to Directors (regardless of whether or not they are accepted) must be recorded on a Declaration of Gifts, Benefits and Hospitality within 14 days of the offer being made. In doing so, the CEO will be notified.

A register of Gifts, Benefits and Hospitality involving Directors must be kept.

#### **5.5      Confidentiality**

Confidential information which is presented or made available to the Board, whether personal or sensitive information or information which is commercial in confidence, must be kept confidential by the Directors unless disclosure has been specifically authorised or consented to, and managed in accordance with all applicable laws.

Directors must take reasonable measures to keep all confidential information safe and secure (whether in electronic or hard copy formats).

#### **5.6      Removal and disciplining of Directors**

Unacceptable conduct may lead to suspension or dismissal under the Constitution or the Act.

#### **5.7      Indemnity, immunities and insurance**

A Director may not be personally liable for their acts or omissions if they reasonably believe they acted or omitted to act in good faith in the performance of a function or duty or the exercise of any power under this Charter or the Constitution.

BHN Better Health Network Ltd will provide and will pay the premiums for indemnity and insurance cover for its Directors in this capacity, while they are acting in their capacity as officers of the Company, to the fullest extent permitted by law.

The Board may prepare individual Directors and Officers deeds of indemnity, insurance and access in a document separate to the constitution in order to confirm the scope of the indemnity.

#### **5.8      Access to Information**

A Director has a right of access to all Company information necessary to allow that Director to discharge their duties.

A Director may access the financial records of the Company at all reasonable times, and has the right to inspect the books of the Company at all reasonable times for the purpose of a legal proceeding.

Other than for the purpose of a legal proceeding, documents must only be accessed as necessary and for the purposes of the Company and not for the Director personally (such access may constitute a breach of the duty to not misuse Company information or the Director's position).

The Board may grant a former Director access to any Board or Company papers developed during the term of office of the former Director; however the Board may impose whatever conditions they deem reasonable on such access.

Procedures for accessing information may be detailed in a Board policy.

## **6      Board Procedure**

### **6.1      Meetings**

#### **6.1.1      Frequency**

The Board must meet regularly enough to appropriately govern the Company, and in any event no less than **8** times per year.

#### **6.1.2      Notice**

A schedule of Board meetings must be prepared and agreed upon in advance setting out the dates for each of the Board meetings, committee meetings (if any) and other relevant meetings for the subsequent year. This schedule must be updated as required, and each update must be circulated to all Directors.

#### **6.1.3      Attendance**

Directors are expected to attend **75%** of Board meetings. Directors are required not to miss more than **3** in a row without an approved leave of absence from the Board. Absences must be communicated beforehand to the Chair.

A failure to meet the expected attendance requirements may result in a Director being removed from office.

#### **6.1.4      Quorum**

A quorum will be as per the Constitution.

If a quorum is not present, matters on the agenda for the Board meeting may be discussed however resolutions on those matters may not be taken until a quorum is present.

#### **6.1.5      Circulating resolutions**

Matters to be agreed via a circulating resolution should be those which can genuinely and appropriately be decided on based on papers provided, without need for significant debate. For matters which require debate, the Board should debate a proposal at a Board meeting, and resolve to consider and approve minor provisions to the proposal, or make final decisions based on principles that have been debated earlier, by circulating resolution.

#### **6.1.6      Retention of Board papers**

A Director may be permitted to retain their papers (electronic or otherwise) at the completion of a Board meeting, subject to any requirements of the Board including any requirements for the safety, return and destruction of such papers.

## 6.2 Role of the Chair

The role of the Chair is to provide leadership and promote cohesiveness, effectiveness and teamwork amongst the Board.

Key roles of the Chair include:

- assist the Board to develop good external relationships with the relevant Minister(s) and political representatives, local agencies, other key stakeholders and interested parties;
- facilitate Board discussions to ensure core issues facing the organisation are addressed;
- ensure that meetings are conducted effectively and that accurate minutes are provided to Board members in a timely manner;
- maintain a professional working relationship with the CEO;
- promote constructive relations between Board members and between the Board, CEO and other senior managers;
- guide and promote the ongoing effectiveness and development of the Board and individual Directors;
- assist members understand and maintain awareness of their risks and liabilities as individual members and as a Board to ensure that these are adequately addressed; and
- Ensure Board performance is assessed annually and reported to the Board.

In chairing the Board, the Chair must ensure that:

- Board meetings are properly planned, that notice and Board papers are disseminated in a timely manner, that Board deliberations are confined to agenda items, and that minutes are kept which accurately reflect the Board deliberations and resolutions;
- Board decisions are properly made and recorded, and that all Board decisions are communicated and understood by the Directors;
- all Directors are treated evenly and fairly, and are able to contribute to Board discussion;
- the Board develops and continues to develop processes and systems improving the Board's and the Company's effectiveness;
- succession planning for Board members and Officers is conducted in a smooth and proper fashion; and
- performance assessments of the Board are carried out on an annual basis.

The Chair has no authority to change or override any Board decision. Where permitted under the Constitution the Chair may cast a deciding vote.

## 6.3 Public Comment

Subject to the determinations of the Board, the Chair represents the Company externally and may make public comments on behalf of the Board and the Company. The Chair must ensure the Company responds in a timely fashion to media requests.

Directors will refrain from making comments in public or in circumstances where they will be reconveyed or become public comments, without the approval of the Board or the Chair.

Public comments include comments made for or on behalf of the Company or the Board:

- to the media of the community at large;
- made on any form of visual or audio recording (including radio or television);
- made to print media (newspapers, magazines, journals or on the internet);
- presentations (conferences and seminars);
- written comments (letters, memos or email); and
- spoken messages made during social or official engagements.

In determining whether they are making a public comment, Directors should assume comments made on a personal basis will be interpreted as being made on behalf of the Company.

Regardless of any of the above, Directors must not make any public statements that directly or indirectly criticise or contradict the Chair or the Board (or may be perceived as doing so) regardless of the capacity in which these statements are made.

Where a Director considers the Company should be issuing a public comment, they should contact the Chair. Where a Director is approached for public comment, they should direct the question to the Chair.

Directors must make the Chair aware of any inadvertent public comment either before it is broadcast or disseminated or as soon as possible afterward.

#### **6.4 Voting**

If a motion is passed by the Board, it becomes a resolution which must be recorded in the minutes to the meeting.

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### **Delegation**

The Board may delegate its powers, duties and responsibilities to Officers or employees of the Company as required.

#### **7.1 Matters reserved for the Board**

It is critical for the Board to perform certain tasks, and therefore these cannot be delegated. Matters reserved for the Board's exclusive consideration include:

- determining the strategic direction of the Company and the manner of activities required of the Company to meet this direction;
- establishing, amending and enforcing the policies, priorities and strategies of the Company, including this Charter;
- establishing, amending and enforcing corporate governance principles including the Code of Conduct;
- approval of financial records, including approval for capital expenditure in accordance with the Delegations Policy and Procedure; and
- Board performance assessments.

## **7.2 Communication with management**

The Board must implement Company policies and practices, and must enforce and update them as necessary to ensure the Company is competently run and that the following are expressly and expeditiously communicated to the Board:

- matters likely to attract publicity for (whether beneficial or adverse) or cause damage to (whether to the Company's finances or reputation) the Company or its members;
- serious issues arising within the Company (whether relating to individuals or the organisation), including any nuisance or criminal activity, or any strategic misalignment or misdirection; and
- any breach or potential or anticipated breach of any obligation of the Company.

## **8 Dispute resolution**

All complaints involving the Company should be dealt with in-house at first instance. All Directors and employees must use reasonable efforts to ensure employees do not, make any public comment about any disputes involving the Company.

All disputes involving Officers or employees of the Company are confidential, and any complaint must be treated as such.

Complaints, claims and grievances concerning an Officer or employee must be raised at first instance by the complainant with a Director, or in accordance with a relevant policy, to attempt to resolve the dispute.

If the issue is not adequately resolved, it should be raised and discussed by the complainant with the Chair, who must then determine and implement the appropriate course of action.

If the complaint involves the Chair and is unable to be resolved by discussion between the parties, the complainant may approach any other Director who must take it to the Board to determine and implement the appropriate course of action.

A Chair or a Director asked to deal with a dispute must not act as mediator between the parties involved but must engage an external mediator to resolve the dispute.

## **9 Reviewing this Charter**

The Charter must be reviewed by the Board on a regular basis, and at least once per year, to ensure its alignment with and relevance to the Company. The Charter must be reviewed earlier if any of the following occurs:

- a significant change occurs within the structure or operation of the Company;
- the roles and responsibilities of the Directors change (for any reason); or
- non-compliance has been detected.

## **10 Related Documents**

This policy should be considered in conjunction with the other governance systems and policies of the Company, which may include non-exhaustively:

- *Constitution*

- *Code of Conduct (at cl 5.2)*
- *Risk management framework*
- *Director induction policy*
- *Delegation Policy*
- *Annual Budget Development Policy*
- *Board Member Support and Expenses Policy*
- *Clinical Governance Policy*
- *Legal and Regulatory Compliance Policy*

## 11. Document History

*(Note: Next Review as per Policy Review Schedule)*

Date	Change/Action	Approved by