



## BOARD CHARTER POLICY

Policy number: BCP1

Version: 1

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Date Approved by Board: 5<sup>th</sup> May 2025

Responsible Person: CEO

Scheduled Review 5<sup>th</sup> May 2026

### 1. Purpose of Charter

- 1.1. The Board Charter sets out the role, composition, and responsibilities of the Board of Directors ("the Board") of the Transplant Australia
- 1.2. The conduct of the Board is also governed by the Constitution of Transplant Australia a copy of which is located on the Transplant Australia website

Several operational matters relating to the Board such as number of meetings per year, notification of interests, and election of directors are governed by the Constitution and are not reproduced here.

### 2. Purpose of the Board

- 2.1. The Board has two overarching purposes, performance, and compliance:

**PERFORMANCE: assist the organisation to perform to its best potential**

#### **Strategy and policy**

- Approve Vision/mission and ensure it is embedded into the organisation's operations
- Approve strategic plan and policies and monitor regularly

#### **Accountability**

- Overall performance of the organisation
- Board evaluation, succession planning
- Report outcomes to stakeholders
- Manage the CEO or equivalent

#### **Public Relations**

- Represent and participate
- Keep stakeholders informed
- Project a strong and positive image
- Promote the vision
- Facilitate cohesion
- Protect the interests of stakeholders
- Speak with one voice regarding Board decisions

### **Risk management**

- Ensure up-to-date and effective risk profile and management strategy
- Monitor critical risks

### **COMPLIANCE: conform with or exceed all legal requirements**

#### **Legal**

- Monitor constitution
- Comply with directors' responsibilities
- Comply with laws
- monitor insurance requirements

#### **Accountability**

- Monitor financials
- Compliance audits

- 2.2. The Board, while meeting its responsibilities, is mindful of the organisations mission and the objects of the organisation as embodied in its Constitution.

### **3. Roles and Responsibilities**

- 3.1. The Board has delegated authority for the operations and administration of the organisation to the Chief Executive Officer (CEO) or equivalent.
- 3.2. The functions of the Board are to:
- 3.2.1. Provide effective leadership and collaborate with the Executive management team in:
- Articulating the organisation's values, vision, mission, and strategies
  - Developing strategic (direction) plans and ordering strategic priorities
  - Maintaining open lines of communication and promulgating through the organisation and with external stakeholders the values, vision, mission and strategies
  - Developing and maintaining an organisation structure to support the achievement of agreed strategic objectives
- 3.2.2. Monitor the performance of the CEO against agreed performance indicators
- 3.2.3. Review and agree the business (action) plans and annual budget proposed by the Executive management team
- 3.2.4. Monitor the achievement of the strategic and business plans and annual budget outcomes
- 3.2.5. Establish such committees, policies and procedures as will facilitate the more effective discharge of the Board's roles and responsibilities
- 3.2.6. Ensure, through the Board committees and others as appropriate, compliance obligations and functions are effectively discharged

- 3.2.7. Initiate a Board self-evaluation program and follow-up action to deal with issues arising and arrange for directors to attend courses, seminars and participate in development programs as the Board judges appropriate
  - 3.2.8. Ensure that all significant systems and procedures are in place for the organisation to run effectively, efficiently, and meet all legal and contractual requirements
  - 3.2.9. Ensure that all significant risks are adequately considered and accounted for by the Executive management team.
  - 3.2.10. Ensure that organisation has appropriate corporate governance structures in place including standards of ethical behaviour and promoting a culture of corporate and social responsibility.
- 3.3. The Board has no operational involvement in the conduct of organisation's business activities and delivery of services. Its role is confined to setting and reviewing policy.

#### **4. Membership and Term**

- 4.1. The Constitution provides for how the composition of the Board will be made up including the number of directors to form a quorum and term of appointment.
- 4.2. Directors are free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the organisation.
- 4.3. Membership of the Board shall be disclosed in the annual report including whether a director is independent or not independent.

#### **5. Board/CEO Relationship**

- 5.1. The roles of the Chairperson and CEO are strictly separated.
  - 5.1.1. The CEO is responsible for:
    - Policy direction of the operations of the organisation
    - The efficient and effective operation of the organisation
    - Bringing material and other relevant matters to the attention of the Board in an accurate and timely manner.

#### **6. Board Culture**

- 6.1. The Board actively seeks to have an 'engaged culture' which is characterised by candour and a willingness to challenge.
  - 6.1.1. Agendas
    - The agendas of the Board limit presentation time and maximise discussion time.
    - There are lots of opportunities for informal interactions among Board members.
  - 6.1.2. Norms
    - Board members are honest yet constructive.

- Members are ready to ask questions and willing to challenge leadership.
- Members actively seek out other members' views and contributions.
- Members spend appropriate time on important issues.

#### 6.1.3. Beliefs

- "If I don't come prepared, I will be embarrassed."
- "If I don't actively participate, I won't be fulfilling my responsibility."
- "I'll earn the respect of fellow Board members by making valuable contributions and taking responsibility for what I do."
- "If I can't carry my load, or if I can't agree with what's going on, I should resign."

#### 6.1.4. Values

- The Board serves the community by actively participating in governance.
- The Board is responsible to various stakeholders.
- Board members are personally accountable for what goes on at the organisation.
- the Board is responsible for maintaining the organisation's stature in the sector.
- Board members respect each other.

### 7. Reporting

- 7.1. Proceedings of all meetings are minuted and signed by the chairperson of the meeting.
- 7.2. Minutes of all Board meetings are circulated to directors and approved by the Board at the subsequent meeting.

### 8. Review of Charter

- 8.1. The Board will review this charter annually to ensure it remains consistent with the Board's objectives and responsibilities.

### 9. Publication of the Charter

- 9.1. Key features of the charter are to be outlined in the organisation Annual Report.
- 9.2. A copy of the charter is available on the Transplant Australia website