

## **Cancer Council Australia**

# **Board Charter**

(November 2018)

Cancer Council Australia (CCA) is a company limited by guarantee and a registered charity with the Australian Charities and Not-for-profits Commission. CCA has 8 members (the state and territory Cancer Councils) and is governed by a Board of Directors.

The CCA Board of Directors is committed to the principles of good governance and articulate this commitment through 4 key documents:

- the CCA Constitution
- the Board Charter
- the Federation Charter
- the CCA Funding Agreement.

The CCA Board of Directors also ensures good governance through the development, oversight and review of CCA policies which are developed in the context of this framework.

These key governance documents guide the work of the Board and support orientation of new directors.

## **Board Charter**

### **Purpose of the Charter**

This Board Charter sets out the approach taken by the Board of Directors to ensure a high standard of governance for the organisation.

### **The Board Structure and Composition**

The structure and composition of the Board is set out in the CCA Constitution. The Board will work with Members with the goal of ensuring that collectively, Directors have the capability and experience in leadership, industry, governance and cancer control required to guide CCA's strategic directions and performance. In addition to skills and experience, the Board will consider the diversity of the Board.

Directors of Cancer Council Australia take on a commitment to the purpose, mission, values and strategic priorities of Cancer Council Australia, and need to understand their obligations under the Corporations Act and the ACNC Act. Skills and attributes desirable for Directors include:

- a commitment to building consensus
- ability to manage competing priorities
- ability to motivate and influence others
- leadership and interpersonal communication skills
- flexibility
- integrity and sound judgment
- meeting facilitation skills.

### **The Board's Governance Role and Responsibilities**

The Governance role of the Board is informed by the AICD's 10 guiding principles of good governance (see Appendix). Based on these principles, the Board's major functions are:

- setting the vision, purpose and values of CCA
- approval of short and long-term strategies
- approval of annual budgets
- approval of delegations and expenditure limits
- appointment and performance review of the CEO
- to determine the risk appetite and oversee risk management
- oversight of financial systems and performance

- monitoring the performance of the organisation (strategic and operational)
- ensuring legislative compliance
- establishing a policy framework for the operations of the organisation
- ensuring effective member and stakeholder communication
- decision-making
- positioning the organisation positively through networking.

### **CCA Board in the Context of the Federation of Cancer Councils**

CCA has a strong national role in policy and advocacy for cancer control, supported by its members. It also provides support to its members through enabling and coordinating functions for the Federation of Cancer Councils, in accordance with the Federation Charter. Overall management of Federation business rests with the CEO Forum, and its direction and oversight rests with the 9 Board chairs collectively, with coordination provided by the CCA Chair. The structures and functions of the Federation, CCA and its member state and territory CCs mean that the CCA Board, and its Directors individually, must manage their role in these relationships with skill and sensitivity.

### **Board Culture**

The Board is committed to a positive board culture that is guided by the following:

- A commitment to inclusiveness and constructive debate
- Effective decision making in the interests of CCA and its members and for the achievement of CCA's strategic priorities
- The highest standards of integrity and probity in all matters
- Organisational performance monitoring and quality improvement
- Positive and constructive relationships between the Board of Directors and CCA management and staff
- A commitment to full engagement in the priorities of CCA through active board participation.

Board Directors are encouraged to take an active role in ensuring a positive organisational culture through interest in the health of CCA and its role in supporting members. A positive culture is also supported by the Board's active consideration of organisational risks through risk management as a key strategy in managing uncertainty and supporting the organisation to achieve its purpose.

To support full participation all new Board members will be invited to an induction session involving the Board Chair (or deputy), the CEO and the Director of Finance and

Corporate Services. The purpose of induction is to provide an overview of CCA's structure, strategic priorities, business activities, and business processes.

### **Board Performance**

The Board is committed to evaluating the performance of the Board, its committees and individual directors through a regular cycle of reflection and review that centres on continuous governance improvement rather than individual critique. Internal evaluation will be augmented by externally facilitated evaluation every 3-4 years. The Board will be supported in achieving its role through development activities and a budget will be allocated for this purpose in the CCA budget.

### **Board Processes**

Board and Committee meetings form critical components of effective governance. Attendance at Board and Committee meetings is a priority for all Directors and management will facilitate meeting schedules that maximise Board Director attendance.

Meeting agendas are prepared in consultation between the Board/Committee Chairs and the CEO. All Board members can suggest items for inclusion on the agenda to the Board Chair or relevant Committee Chair.

A reporting framework guides a regular process for reporting against the mandatory obligations and strategic directions of the organisation.

Meeting papers are prepared and distributed with sufficient notice to enable Board members adequate time to engage with the material. Agenda papers clearly reflect what is sought from the Board. Decisions about matters included in the terms of reference of committees remain decisions of the board for which the entire board must take responsibility.

### **Board Directors' Relationship with Management**

The Board recognises that good governance and successful achievement of strategy rests on a positive relationship with management. This relationship must feature mutual trust and respect and centre on open and transparent communication.

Relationships between individual Directors and management are appropriately mediated by the Board Chair and CEO. The mediation of these relationships helps to ensure that Directors can access the information they require to carry out their role but remain in the spirit of 'noses in, hands out' to ensure an adequate separation between governance and management responsibilities. Any Board Director who would like to seek external or independent advice to carry out their duties can do so but should a) consult with the Board Chair if possible, b) receive Board Chair approval if such consultation incurs expenses, and, c) continue to observe the confidentiality obligations of their Directorship.

### **Building Organisation Capacity and Capability**

Board Directors act to ensure the organisation develops and implements strategies that enable it to fulfil its purpose. While management is responsible for the day-to-day operations of CCA, Directors are accountable for its performance through its strategic and monitoring role. In carrying out this role the Board will ensure that the capacity and capability of the organisation is fit for purpose.

## **Appendix 1 – NFP Principles and Guidance – AICD 2013 (to be updated when new draft approved)**

1. Roles and Responsibilities – there should be clarity regarding individual director responsibilities, organisational expectations of directors and the role of the board.
2. Board Composition – the board needs to have the right group of people, having regard to each individual’s background, skills and experience, and how the addition of an individual builds collective capability and effective functioning of the board.
3. Purpose and Strategy – the board plays an important role in setting the vision, purpose and strategies of the organisation, helping the organisation understand these and adapting the direction or plans as appropriate.
4. Risk – Recognition and Management – by putting in place an appropriate system of risk oversight and internal controls, the board can help increase the likelihood that their organisation will deliver on its purpose.
5. Organisational Performance – the board can contribute to assessment of organisational performance (the extent to which it achieves its purpose) by determining and assessing appropriate performance categories and indicators for the organisation.
6. Board Effectiveness – the board’s effectiveness may be greatly enhanced through: careful forward planning of board-related activities; board meetings being run in an efficient manner; regular assessments of board performance; having a board succession plan; and the effective use of sub-committees, where appropriate.
7. Integrity and Accountability – it is important that the board have in place a system whereby: there is a flow of information to the board that aids decision-making; there is transparency and accountability to external stakeholders; and the integrity of financial statements and other key information is safeguarded.
8. Organisation Building – the board has a role to play in enhancing the capacity and capabilities of the organisation they serve.
9. Culture and Ethics – the board sets the tone for ethical and responsible decision-making throughout the organisation.
10. Engagement – the board helps CCA to engage effectively with stakeholders.