

## Document Details

<b>Document Name</b>	Board Charter
<b>Document ID</b>	BRD040
<b>Authority</b>	Board
<b>Responsible Role</b>	Company Secretary

### 1 Purpose

The purpose of this Board Charter is to clearly identify, define and record the high-level responsibilities, functions, and composition of the Board of Directors of Health Network Northern Territory Ltd (NT PHN) with specific reference to the Board, Chair, Deputy Chair, CEO, Directors, and the Company Secretary, as well as the Board Committees and Advisory Councils.

### 2 Scope

This charter applies to all Directors of NT PHN. It is intended that it be read, understood, and accepted by all existing and future Directors (upon appointment).

### 3 Composition of the Board

The Board should be of an appropriate size, composition, skills, and commitment to enable it to discharge its duties effectively. The composition should reflect diversity, including gender diversity, independence of mind and a range of skills, experience, and knowledge. The number of Directors shall never be less than three and not more than nine, with a preference to fill three Director positions with persons of Aboriginal descent. At no time can there be any more than six Directors who are not of Aboriginal descent.

### 4 Roles and Responsibilities

There shall be a clear division of responsibilities between the running of the Board by the Chair and the management of the Company by the CEO, which positions may not be held by the same person.

#### 4.1 Board

The Board is responsible for providing leadership to the organisation, overseeing the overall strategy, governance, and performance of the Company. The key roles and responsibilities of the Board are to:

- provide strategic direction to the Company by setting the strategy, goals and objectives in conjunction with the CEO
- approving the Company's values and Code of Conduct (PPC007), ensuring the Company's business is conducted in an ethical manner and underpinning the desired culture within the Company
- overseeing management in its implementation of the Company's strategic objectives and, whenever required, challenging management and holding it to account
- monitor the operational and financial performance of the Company

- approve the annual budget for the Company and monitor the results at regular intervals
- ensure that the Company's financial results are accurately reported in accordance with regulatory and other requirements, including the Australian Accounting Standards
- ensure appropriate auditing of the Company's financial affairs are in place
- assure that the principal and emerging risks facing the Company are identified with appropriate controls and monitoring systems through an effective risk management framework
- assess the effectiveness of the Company's internal controls and auditing thereof
- oversee the implementation and periodic review of appropriate and effective policies and procedures of the Company that ensure regulatory compliance of the Company
- appoint, and where appropriate, remove the CEO and conduct regular performance reviews
- ensure that the election of officeholders is made in accordance with the Constitution, Corporations Act and ACNC Act
- oversee the engagement with the Company's Members and key stakeholders.

## 4.2 Board Chair

The Board shall annually appoint a Board Chair to preside over meetings of the Board (including Board and Stakeholder and Joint Board and Councils meetings) and Members at the first Board meeting after the Company's annual general meeting.

The Board Chair must hold a graduate certificate of Australian Institute of Company Directors at the time of appointment or within six months of date of appointment.

The key roles and responsibilities of the Board Chair are to:

- provide leadership to the Board without limiting the principle of collective responsibility for Board decisions
- actively support the selection process for new Board members and oversee the succession plan for the Board and CEO
- ensure all new Directors are adequately inducted
- monitor the performance of the Board, ensuring regular Board and Director evaluation processes are undertaken, training needs are identified, and conducting exit interviews with departing Directors
- ensure the full, effective and proper participation of all Board members
- determine, in conjunction with the CEO and the Company Secretary, the agendas for meetings of the Board, Board and Stakeholders, Board and Councils, and Members
- ensuring that all relevant information is placed before the Board to enable informed decision-making by the Board
- provide guidance to the Board on fulfilling their responsibilities under the Company's Constitution and Board-approved policies and procedures
- act as the line of communication between the Board and the CEO
- meet regularly with the CEO to discuss urgent or important issues and to provide strategic direction to the CEO to ensure the organisation's strategic objectives are met (whilst not providing detailed direction or supervision to the CEO regarding operational matters)
- maintain relations with the Company's Members
- to the extent required, act as spokesperson for the Company on strategic or policy matters.

### 4.3 Deputy Chair

The Board shall annually appoint a Deputy Chair at the first Board meeting after the Company's annual general meeting. The key roles and responsibilities of the Deputy Chair are to:

- take on the responsibilities of the Chair in the absence of the Chair (including when the Chair is on formal leave of absence or when the Chair may not be available due to other commitments) or where the Chair may have a conflict of interest
- assist with the annual Board evaluation process, particularly in respect of the evaluation of the Chair, as may be required
- be available to the Company's Members if they have concerns which they were unable to resolve with the Chair or the CEO.

### 4.4 Directors

Directors owe various fiduciary duties to the Company which, if breached, may lead to personal liability of the Director. The duties imposed by the Corporations Act on Directors are to:

- exercise powers and duties with care and diligence which includes taking steps to ensure each Director is properly informed about the financial position of the Company and ensuring the Company is able to meet debts and obligations as they fall due, and does not trade while insolvent or trading in a way that will make it insolvent
- exercise powers and duties in good faith in the best interests of the Company and for a proper purpose
- not improperly use their position to gain an advantage for the Director or someone else, or to cause detriment to the Company
- not improperly use information obtained through their position to gain an advantage for the Director or someone else, or to cause detriment to the Company
- take reasonable steps to ensure the Company fulfills the duty to keep adequate financial records to correctly record and explain transactions and the company's financial position and performance.

Each Director is selected based on their unique skills and experience. With a diversity of skills and experience, each Director is expected to render a valuable contribution to the leadership and direction provided by the Board as a whole. The key roles and responsibilities of each Director are to:

- participate in Board discussions providing constructive challenge, drawing on his/her skills, experience and judgement
- serve on Board Committees, where required
- scrutinise the performance of management and monitor the reporting of performance;
- observe the highest level of business and professional ethics
- maintain and support the NT PHN values and *Code of Conduct (BRD0017)* and present a positive and favourable public image of the Company at all times
- be independent in both their judgment and actions
- manage conflicts of interest in accordance with the requirements of the Constitution (Sections 13.13 to 13.19), the Declaration and Management of Interests and Related Party Transactions Policy (BRD0003) and the ACNC Governance Standard 5: Duties of responsible persons
- represent the Company to stakeholders and in the public arena, as required
- participate in Board induction, evaluation, and training.

## 4.5 Chief Executive Officer

The Board is responsible for appointing the CEO, who need not be a Director of the Company, for such period and terms as the Board resolves. Subject to the terms of the CEO's employment agreement, the Board may vary or terminate the appointment of the CEO.

The CEO is responsible for the operational management and governance of the Company. The key roles and responsibilities of the CEO, with the support of the senior executive leadership team, are to:

- develop and recommend to the Board the strategy, goals and KPIs for the Company, and implementing these to ensure the operational success of the Company's business
- develop and recommend to the Board the annual budgets that support the Company's strategy
- strive to achieve the Company's key performance indicators and ensure that the day-to-day business affairs of the Company are appropriately monitored and managed within the values, Code of Conduct, budget and risk appetite set by the Board
- ensure that the Company has an effective management team and to effectively participate in the development of management and succession planning
- maintain a positive and ethical work climate that is conducive to attracting, retaining and motivating a diverse group of quality employees at all levels in the Company
- formulate and oversee the implementation of policies
- provide the Board with accurate, timely and clear information on the Company's operations to enable the Board to perform its responsibilities
- serve as chief spokesperson for the Company.

## 4.6 Company Secretary

The Company Secretary is responsible for performing the duties and responsibilities of a Company Secretary as required by the Corporations Act and the Company's Constitution, and to carry out various other duties related to the corporate administration of the Company under the guidance of the Board Chair and CEO. To effectively fulfil the role, the Company Secretary should possess a sound working knowledge of corporate governance matters, company law and the duties applicable to Directors. The key roles and responsibilities of the Company Secretary are to:

- undertake the administrative functions of the Company including lodgement of company details with regulators and corresponding with Members and third parties
- guide the Board and each Director individually as to their duties, responsibilities and powers and make them aware of relevant company law requirements
- compile Board, Board committee and Member meeting agendas and ensure that meetings are conducted in accordance with relevant requirements such as the requirement to declare interests, maintaining a quorum and the appointment of proxies
- ensure that the minutes of all Board, Board committee and Member meetings are properly recorded in accordance with the Corporations Act
- assist the Chair to ensure the appointment of Directors are properly carried out, that new Directors are inducted, Board evaluations are conducted and ensuring Directors' training needs are met
- ensure that a procedure exists to facilitate the obtaining of independent professional advice by the Board or a Director
- ensure the Company's annual financial statements are lodged with regulators within time constraints and circulated to Members and auditors as required by company law
- ensure the Company's records are kept in accordance with the company law.

## 5 Board Committees

The Board may establish Committees in line with the Company's Constitution consisting of such Directors or other persons as deemed appropriate by the Board. The functioning and responsibilities of such Committees shall be defined in the relevant Committee's Terms of Reference, as approved by the Board. The following principles apply to all Board Committees:

- although the Board may delegate any of its powers to such Committees, the Committees shall generally not have a decision-making authority and may not speak on behalf of the Board, unless specifically authorised to do so
- a quorum for meetings shall be a simple majority of Committee members
- NT PHN staff or other non-Committee members may be invited to attend all or part of any Committee meeting as and when necessary provided prior approval has been obtained from the Committee Chair
- NT PHN staff members may not be appointed as a member of a Board Committee
- Committee members shall declare any conflicts of interests in accordance with the Declaration and Management of Interests and Related Party Transactions Policy
- the Committee Chair, in consultation with the Committee's Liaison Officer, shall provide a report to the Board at the next scheduled Board Meeting.

The Board has established the following Committees:

### 5.1 Finance, Audit and Risk Management Committee

The Finance, Audit and Risk Management Committee supports the Board through oversight of:

- the financial and business affairs of NT PHN;
- the preparation and integrity of NT PHN's financial reporting;
- internal controls, policies and procedures NT PHN uses to identify and manage business risks, compliance with external legal and regulatory requirements, and internal policy requirements
- the use of internal audit to test the integrity of controls established to minimise risks
- the external auditor's audit of NT PHN's annual financial statements.

### 5.2 Governance Committee

The Governance Committee supports the Board through:

- the review and reporting responsibilities for all Board-related corporate governance policies
- assisting the Board with the appointment of new Directors
- considering the training needs of Directors
- overseeing the annual Board evaluation process.

### 5.3 Rural Workforce Agency NT Committee

The Rural Workforce Agency NT Committee supports the Board through strategic oversight of NT PHN's role and function as the Northern Territory Rural Workforce Agency, delivered operationally by the NT Health Workforce Branch. The Committee has the following responsibilities:

- oversee the development and implementation of NT PHN's health workforce strategy
- oversee the promotion of the NT Health Workforce Branch's activities and maximising strategic partnerships
- monitor the performance, including the budget, of the NT Health Workforce Branch.

## 5.4 Nominations Committee

The Nominations Committee consists only of representatives appointed by each Company member. The Committee supports the Board in relation to:

- the selection, appointment and re-appointment of Directors
- reviewing the Board skills matrix to assess the Board's competencies
- reviewing the Board succession plan to ensure an appropriate balance of skills, experience, expertise, and diversity is maintained.

## 6 Clinical and Community Advisory Councils

As required in terms of the Standard Funding Agreements and the Company's Constitution, the Board has established the following three Councils:

- Top End Clinical Council
- Central Australia Clinical Council
- Community Advisory Council.

The role of the Councils is to provide strategic level guidance and advice to the NT PHN Board on locally relevant clinical and consumer issues, with the two GP-led clinical Councils providing a clinical perspective and the Community Advisory Council providing a community perspective.

The interaction with the Councils enables the Board to ensure that the Board's decisions, investments, and innovations are patient-centred, cost-effective, locally relevant and aligned to local care expectations and experience. The boundaries of the two clinical Councils are aligned with the boundaries of the Central Australia Health Service and the Top End Health Service.

The functioning and responsibilities of the Councils shall be defined in the relevant Council's Terms of Reference, as approved by the Board. The following principles apply to all Board Councils:

- the Board may not delegate any of its powers to any of the Councils, as they act in an advisory capacity to the Board with no decision-making authority
- a quorum for meetings shall be a simple majority of Council members
- NT PHN staff or other non-Council members may be invited to attend all or part of any Council meeting as and when necessary
- The Councils generally comprise non-Directors, although a Director may be appointed as a member of a Council. NT PHN staff members may not be appointed as a member of a Council. Without limiting the number of Council members that may be Aboriginal, NT PH N's Board will actively seek to appoint Aboriginal members to the Councils who meet the requirements of the skills matrix
- Council members shall declare any conflicts of interests in accordance with the Declaration and Management of Interests and Related Party Transactions Policy
- the Council Liaison Officer, in consultation with the Council Chairs, shall provide a report to the Board at the next scheduled Board Meeting.

## 7 Board Meetings

Board meetings will be held in accordance with the Company's Constitution (specifically clause 11 – Proceedings of Directors) and the Corporations Act (specifically the applicable sections of Part 2G.1 – Directors' Meetings).

## 7.1 Frequency

The Board will meet a sufficient number of times per year to carry out its responsibilities, with a minimum of 4 times per year. Additional meetings may be scheduled as directed by the Chair or otherwise as necessary to discharge the duties and functions of Directors. In addition to Board meetings, the Board shall ensure that the following meetings are convened (and attended by Directors):

- Board Committees and Councils: The Board Committees (excluding the Nominations Committee) and the Councils shall meet a minimum of 4 times each year, which meetings shall be held prior to Board meetings to enable the Committees and Councils to provide feedback to the Board. The Nominations Committee shall meet on an ad hoc basis as required.
- The Board shall hold a Joint Board and Councils meeting at least once annually.
- Stakeholders: The Board shall preferably meet with stakeholders from each of the Darwin, Alice Springs and Katherine regions once annually.
- Members: In addition to the annual general meeting, the Board shall also meet on an informal basis with the Company's Members at least once annually.

The Company Secretary shall annually, towards the end of each calendar year, present to the Board a schedule of meeting dates (including the location) for the next calendar year for all Board, Board Committee and Council meetings. The meetings should be scheduled to ensure an even workflow throughout the year.

## 7.2 Strategic annual responsibilities calendar

The Company Secretary will maintain a strategic annual responsibilities calendar of strategic matters requiring the Board's review or approval annually, which shall be reviewed annually by the Board.

## 7.3 Quorum

The number of Directors whose presence is necessary to constitute a quorum for a meeting of the Board shall be:

- if there is an even number of Directors, one half of that number; and
- if there is not an even number of Directors, one half of the next even number.

## 7.4 Notice of meeting and agenda

Generally, at least one week's notice shall be given to Directors of all Board meetings. If an urgent meeting is required, notice of such meeting shall be given to each Director at least 24 hours in advance, except where the Directors have waived the required notice period.

The Company Secretary shall finalise the agenda with the Chair and CEO prior to circulation to the Directors. Any Director may submit an agenda point to the Company Secretary, together with any associated papers, within 10 working days prior to the scheduled meeting. Any late or additional agenda items must be submitted through the Chair, and acceptance will be at the Board's discretion.

In setting the agenda, the Chair shall ensure that sufficient time is allocated to appropriately consider all agenda items.

The Company Secretary shall publish the agenda and all associated meetings papers for meetings in the NT PHN electronic meeting platform.

## 7.5 Attendance and voting

Meetings may be held either face-to-face or via electronic means (e.g., teleconference or videoconference), with the adoption of this charter recording the Directors' consent as a standing consent to hold meetings entirely by electronic means.

Directors will have their travel and accommodation arrangements to attend Board Meetings organised through the Company Secretary.

All Board decisions must be determined by a majority of votes of Directors present and entitled to vote. Each Director has one vote. Subject to the Corporations Act, in the case of an equality of votes on a resolution at a Board meeting, the Chair has a casting vote in addition to any vote that the Chair has in his/her capacity as a Director (provided that the Chair is entitled to vote on the matter)

Each NT PHN Director is expected to maintain 75% attendance level in all scheduled Board meetings.

### **7.6 Attendance by non-Directors**

Only Directors have the right to attend Board meetings, with the CEO invited to attend all Board meetings as a standing invitee. Other individuals, such as members of management and external advisors, may be invited to attend all or part of any meeting as and when appropriate and necessary provided prior approval from the Board Chair has been obtained.

A non-Director who attends a Board Meeting may only participate in Board discussions to the extent determined by the Board and may not take part in or vote on any Board decision.

### **7.7 Leave of Absence**

In exceptional circumstances, a Director may request to take extended leave from their role on the Board, which shall be formally approved by the Board. An application for extended leave must be notified to the Company Secretary to take necessary steps and follow the process. In considering a request for extended leave, the due consideration must be given to the potential impact on the Board's operations and factors such as role, expertise, delegation, access to Board papers and all other Company documents and communications, number of Committees and Working Groups served and quorum that will impact due to the Director taking extended leave.

The Board can only approve leave of absence up to six months. Periods of leave up to six months will cause no change to the tenure of the Director's term of appointment. Periods of leave longer than six months, including the subsequent extension of such member's term of appointment by the duration of time taken as leave, require approval from NT PHN's Members.

Periods of leave longer than one month will qualify for non-payment of stipend unless on exceptional circumstances approved by the Board.

### **7.8 Minutes**

The Board shall ensure that accurate minutes of all Board meetings be prepared containing a record of the discussion and debate amongst the Directors at the Board meeting, rather than merely recording decisions taken at such meetings.

The Company Secretary must complete the draft minutes of the meeting within 5 working days of the meeting and circulate it to the Chair for review. As per the Corporations Act, minutes of Board meeting must be recorded in the minute book within one month of the proceedings of the meeting.

## **8 Out-of-Session Decisions**

Matters requiring review, approval or endorsement by the Board or Board Committees, including matters requiring a vote, between scheduled meetings may be submitted to the Board or Board Committee out-of-session (OOS). The Chair will determine matters to be considered by the Board OOS and will approve all information and the form of any motion prior to it being sent to Directors for consideration. Any Director has the right to request an OOS consideration of a matter. A meeting of the Board may decide to defer a matter for OOS consideration following initial discussion in-session.

Matters to be considered OOS will:

- only be approved for consideration by Directors on the basis of urgency, necessity or at the Chair's reasonable discretion;
- be provided to Directors with all relevant information;

- at the discretion of the Chair, be deferred and dealt with in-session should consideration require discussion or debate by Directors;
- be dealt with or resolved after sufficient opportunity has been given to all Directors to provide a response.

The Company Secretary shall publish the OOS paper in the NT PHN electronic meeting platform for the Board's consideration.

A Director can request that the Chair consider whether the matter should be brought to the next Board meeting or to seek a special meeting of the Board.

In accordance with the Company's Constitution relating to OOS Board resolutions in writing, an OOS resolution shall:

- require unanimous support of all Directors entitled to vote (and excluding any Director who has been given leave of absence by the Board); and
- be regarded as signed by a Director upon receipt of a favourable response using the electronic meeting platform or other electronic means (such as an email address) that establishes the identity of the Director.

## 9 Decision-making and Delegation of Authority

The Board may delegate any of its powers to any committee (except to the Community Advisory Council or the Clinical Councils), Director, Employee, or other person for any period and on any terms (including the power to further delegate), as permitted in terms of the Company's Constitution and the Corporations Act. Matters reserved for the Board and those delegated to management are dealt with in the Delegations Policy and Schedule of Board Delegations (BRD0012).

Generally, matters that are of material, strategic, or reputational importance, or which are either catastrophic or critical in nature must be referred to the Board. Operational matters should be dealt with by management.

## 10 Remuneration Principles

The remuneration of Directors and non-Board members (excluding staff) serving on NT PHN Committees and Councils are based on the principles of transparency, fairness, and equity.

The remuneration of Directors shall be made in accordance with the Board's Directors Remuneration Policy (BRD0004). The schedule of remuneration rates is presented to the Company's Members for approval annually and must be:

- within the financial capacity of the Company
- commensurate with the roles and responsibilities associated with that of a Director of a not-for-profit health organisation
- commensurate with the size of the organisation and the workload of each Director in carrying out their responsibilities as a Director.

The remuneration of non-Board members who serve on NT PHN Committees and Councils are made in accordance with the Committee and Council Remuneration Policy (BRD023).

## 11 Appointment of Directors

The appointment and removal of Directors shall at all times be subject to the Company's Constitution. The Nominations Committee supports the Board by making recommendations on the appointment of Directors. A Director is appointed for a term of three years and is eligible for re-election for a second term of three years.

*Appointment process*

While some flexibility in the appointment process is permitted at the direction of the Board, the following process shall be followed when appointing new Directors to the Board.

Phase	Process	Responsible
Planning (role analysis and recruitment process) (to commence 6-9 months prior to position becoming vacant)	Board (which may be delegated to Governance Committee) to: <ul style="list-style-type: none"> <li>- endorse recruitment process, selection criteria and draft advertisement, based on skills assessment</li> <li>- consider whether any potential candidates to be targeted</li> <li>- recommend the composition of the selection panel to consider applications</li> </ul> for recommendation to the Nominations Committee	Board / Governance Committee, in liaison with Board Chair
	Board / Governance Committee recommendation to the Nominations Committee	Board / Governance Committee Chair Company Secretary
	Nominations Committee to: <ul style="list-style-type: none"> <li>• consider Governance Committee recommendation to endorse recruitment process, selection criteria and draft advertisement, based on skills assessment</li> <li>• authorise the Governance Committee Chair and Nominations Committee Chair to sign off on final advertisement</li> <li>• determine whether any potential candidates to be targeted</li> <li>• recommend the composition of the selection panel to consider applications and make final recommendation to the Board</li> </ul> for recommendation to the Board	Nominations Committee
	Nominations Committee recommendation to the Board	Nominations Committee Chair Company Secretary
	Board to consider recommendations from Nominations Committee and identify any potential candidates to be targeted	Board
	Board to direct the Nominations Committee to conduct the Director recruitment process, assess applications and make a recommendation to the Board	Board

Phase	Process	Responsible
Selection Process	Selection processes commence (independent / public advertisement / targeted EOI). Information pack to include: <ul style="list-style-type: none"> <li>• skills criteria</li> <li>• this Board Charter</li> <li>• NT PHN Constitution (with specific reference to the Company objects)</li> <li>• latest NT PHN Annual Report</li> <li>• <i>Declaration and Management of Interests and Related Party Transactions (BRD003)</i></li> <li>• <i>Directors Remuneration Policy (BRD0004)</i></li> </ul>	NT PHN Nominations Committee
	Due date for applications / EOI	Candidates
	Selection Panel to consider applications & hold interviews with short-listed candidates, with regard to skills and how identified skills gaps are addressed and make a recommendation to the Nominations Committee	Selection Panel
Approval of Appointment	Nominations Committee to consider recommendation of Selection Panel	Nominations Committee
	Nominations Committee recommendation to Board	Nominations Committee Chair Company Secretary
	Board to consider Nominations Committee recommendations and approve appointment, subject to a satisfactory police check	Board
	Appointment documentation (and police check)	Company Secretary
	Members to elect Board member at AGM	Members

#### *Selection Panel*

The Selection Panel for Director recruitment process to comprise of one representative from each NT PHN Company Member along with one representative from NT PHN Board.

#### *Police checks*

Prior to appointment as a Director of the Company, a national police check shall be obtained. If the results of the police check include information that would disqualify a person to act as a Director in accordance with the Corporations Act, the appointment shall not be made. In respect of an existing Director, such person shall immediately cease to be a Director of the Company, unless otherwise permitted in terms of the Corporations Act.

If the results of the police check include information that would not disqualify a person to act as a Director of a company in accordance with the Corporations Act, further guidance shall be sought from the Board Chair or the Board, as may be appropriate.

#### *Exit interviews*

Upon termination of appointment, the Chair shall conduct exit interviews with departing Directors.

### *Casual Appointment to the Board*

As per NT PHN's Constitution, the Board is entitled to appoint a person as a Director of the Board on a casual basis. Such a casual appointment must be in accordance with the clauses of NT PHN's Constitution. Based on the requirements of the casual vacancy as assessed by the Board, the following process shall be followed when appointing on casual basis to the Board:

- As deemed necessary, advertise the casual vacancy with a nominated deadline to invite applications.
- Constitute a Selection Panel comprising of Board members or such other members as directed by the Board.
- Undergo a shortlisting and interview process to finalise the recruitment.
- Adoption of resolution by the Board on the appointment of casual recruitment by way of out-of-session or at the next Board meeting, whichever earlier. Besides conflicts of interests (if any), such a resolution must have unanimous approval of the Board to give effect to the appointment.

## **12 Induction and Training of Directors**

### **12.1 Induction of Directors**

The Chair, with the support of the Company Secretary, will ensure that all new Directors receive a comprehensive, structured, and tailored induction on joining the Board. The induction is aimed to ensure new Directors are properly informed, supported and welcomed to the Board from the time of their appointment, and to enable them to participate effectively in the governance of the organisation. The induction program shall include:

- an overview of the Company's operations, financial position, regulatory environment and strategic direction;
- the role and responsibilities of Directors;
- the remuneration of Directors;
- Directors' indemnity and insurance cover;
- identifying particular training needs of the new Director;
- relevant policies and governance documents, including the Company's Constitution; and
- meeting protocol and dates of Board and Board Committee meetings.

### **12.2 Director Training and Development**

Directors will be supported by the Company through access to relevant governance and other training and development, as may be identified from time to time.

The Governance Committee will annually consider the training needs of Directors, budget allocations and develop an annual training plan, for recommendation to the Board.

Directors may also apply to undertake training at this time by submitting a written proposal to the Chair. An application for training must include details on the type of training proposed, benefits of undertaking the training, cost of the training and any other relevant information. The Chair, in considering the appropriateness and relevance of the training by reference to the annual training plan, may approve training for Directors.

Each Director is required to identify and advise the Chair of any training needs required, respond to surveys of Board training needs, and participate in the Board training provided.

## 13 Board Evaluation

The performance of the Board as a whole shall be evaluated annually in order to:

- ensure Board processes are effective and efficient;
- ensure the discharge of Directors' duties and responsibilities with transparency and accountability;
- ensure Board harmony and dynamics;
- anticipate issues that may affect the integrity or stability of the Company in the future;
- assist with Board succession planning and skills assessment; and
- review Board Committee membership.

An externally facilitated evaluation process is conducted every third year. In other years, an internally facilitated process is conducted through the circulation of self-assessment questionnaire to each Director for completion.

Each Director is responsible for raising any matter that concerns an individual Director's performance on a confidential basis with the Board Chair.

### *Evaluation approach and scope*

The Governance Committee shall annually consider the scope and type of evaluation (also whether the evaluation should include the evaluation of the Board Chair, Board Committees, individual Directors, the CEO, and the Company Secretary) and make a recommendation to the Board. The Board shall consider and approve the evaluation approach. The Chair, with the support of the Company Secretary, will ensure Board evaluation processes are undertaken.

Each Director is expected to actively participate in the Board evaluation processes within the required timeframes.

### *Evaluation results*

The Governance Committee shall consider the evaluation results, including any training and development needs of the Board as a whole or any individual Director identified during the evaluation, and present the results and the Committee's recommendations to the Board.

## 14 Declaration and Management of Conflicts of Interests

In accordance with the Corporations Act and the Board's Declaration and Management of Interests and Related Party Transactions Policy, Directors have a duty to avoid personal interests to conflict with the interests of the Company and, where it exists, to identify and disclose any potential, perceived or actual conflicts of interest or related party transactions. The Board shall consider and carefully manage any conflicts of interest, determine whether the Director is entitled to vote on a matter for the consideration of the Board, and immediately respond to any breaches. If the interest is in relation to the performance of an activity under a funding agreement, the CEO must ensure the Australian Government Department of Health is notified.

The Declarations of Conflicts of Interest will remain a standing agenda item for each Board meeting and Directors will be expected to appropriately detail the nature and extent of conflicts as they arise, further to any other standing declarations of interests that have been made.

## 15 Confidentiality

In accordance with the Confidentiality Policy (DIN032), all non-public information that Directors acquire in the course of performing their duties should be treated as confidential, which obligation continues to apply when a Director no longer serves on the Board. Other than as authorised by NT PHN, as required by law, or to NT PHN's legal or financial advisors for the purpose of obtaining professional advice or to the extent necessary to perform their duties as a Director of NT PHN, Directors shall not divulge such confidential information, use, or appear to use such confidential information for personal advantage or for the advantage of a third person.

## 16 Independent Professional Advice

The Board and individual Directors shall have access to independent professional advice, at the Company's expense, where they deem it necessary to discharge their responsibilities as Directors.

Where a Director requires independent professional advice to discharge their responsibilities as a Director, such Director must give prior notice providing full details of the rationale for the subject matter requiring independent professional advice to the CEO (or the Board Chair if inappropriate to share such information with the CEO), which request shall require the prior approval by the Board Chair (or the Board Deputy Chair if inappropriate to share such information with the Board Chair). Independent professional advice for these purposes shall include legal advice and advice of accountants and other professional financial advisers on matters of law, accounting and other regulatory matters but shall exclude advice concerning the personal interests of the Director concerned (such as a Director's service contract with the Company).

## 17 Further Information

<p><b>Definitions</b></p>	<p><b>ACNC Act</b> – Australian Charities and Not-for-Profit Commission Act 2012 (Cth), its Regulations and Governance Standards</p> <p><b>Auditors</b> – the external auditors of the Company, as appointed by the Board from time to time</p> <p><b>Board</b> – the Board of Directors of NT PHN</p> <p><b>CEO</b> – Chief Executive Officer</p> <p><b>Charities Act</b> – Charities Act 2013 (Cth)</p> <p><b>Company or NT PHN</b> – Health Network Northern Territory Ltd operating as Northern Territory PHN and the Rural Workforce Agency NT</p> <p><b>Corporations Act</b> – Corporations Act 2001 (Cth)</p> <p><b>Directors</b> – directors of NT PHN</p> <p><b>Members</b> – the body corporate or other person entered as a member on the Company's Register of Members</p>
<p><b>Related Controlled Documents</b></p>	<p>PPC007 Code of Conduct Policy</p> <p>BRD023 Committee and Council Remuneration Policy</p> <p>BRD0016 Confidentiality Undertaking Policy</p> <p>BRD0028 Constitution</p> <p>BRD0003 Declaration and Management of Interests and Related Party Transactions Policy</p> <p>BRD0012 Delegations Policy</p> <p>BRD012-A Schedule of Board Delegations</p> <p>BRD004 Directors Remuneration Policy</p> <p>BRD004-A Director's Remuneration Schedule of Rates</p> <p>GAR15 Finance, Audit and Risk Management Committee Terms of Reference</p> <p>GAR17 Governance Committee Terms of Reference</p> <p>GAR16 Rural Workforce Agency NT Committee Terms of Reference</p>

	BRD0025 Stakeholder Engagement Policy
<b>Relevant Legislation</b>	Australian Charities and Not-for-Profit Commission Act 2012 (Cth), its Regulations and Governance Standards Charities Act 2013 (Cth) Corporations Act 2001 (Cth)
<b>References</b>	ACNC Governance for Good: The ACNC's Guide for Charity Board Members (May 2018) ASX Corporate Governance Council's ASX Corporate Governance Principles and Recommendations, 4 <sup>th</sup> Edition

## 18 Version History

Date of Original Adoption		9 September 2019	Due Date for Next Review		6 September 2023
Version	Author	Approved by	Date Adopted	Sections Modified	
1	Léanne Heerink, Company Secretary	Board, Resolution 392	9 September 2019	First adoption of Board Charter, replacing the following policies: - BRD0002 Board Meeting Policy - BRD0005 Board Committees and Councils Policy - BRD0006 Out-of-Session Decision Making Policy - BRD0008 Roles and Responsibilities of Directors Policy - BRD0011 Director Induction, Training and Development and Board Evaluation Policy	
2	Nutisha Todi, Company Secretary	NT PHN Board Resolution No 619	6 September 2021	Change of Document ID, Responsible Role, and template. Deletion of Clause 5.4 on Sponsorships and Development Committee. Addition of- - Leave of Absence under Clause 7.7 - GAICD qualification for Board Chair under Clause 4.2. - Attendance level under Clause 7.5 - Minor change to Clause 7.6 - Selection Panel and Casual Appointment on the Board under Clause 11. - Gender diversity under Clause 3 - Redrafting of Clause 7.8 in accordance with Corporations Act.	

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