

# BOARD CHARTER

## GOVERNANCE

The Australian Physiotherapy Council Limited (**Council**) is a public company limited by guarantee with company objectives as set out in its Constitution.

The governing committee of the Council is its Board which is established in accordance with, and governed by the provisions of, Council's Constitution.

This Charter is to be read consistent with the *Objects and Purposes* of the Council.

## PURPOSE

Pursuant Council's Constitution and subject to the *Corporations Act*, the operations and business of the Council are to be managed by the Board.

In doing so, the Board must determine the policy to be followed in the conduct of the operations and business of the Council. The Board will implement an annual Board Work Plan to ensure that each significant responsibility of the Board is addressed in a timely fashion.

## DUTIES AND RESPONSIBILITIES OF THE BOARD

### Strategy

- Provide leadership and strategic guidance to Management.
- Together with Management, develop the strategic direction and objectives of the Council, including establishing the strategic plan and approving annual business plans.
- Monitor Management's performance against the approved business plan.
- Review and approve the major policies of the Council.

### Business Operations

- Oversee fulfilment by the Council of its responsibilities under the *Health Practitioner Regulation National Law Act 2009 (Qld)* as adopted in each state and territory of Australia and under the *Migration Regulations 1994 (Cth)*.
- Establish and maintain systems for monitoring performance by the Council with its obligations under the Accreditation Agreement with the Australian Health Practitioner Regulation Agency and under the *Migration Regulations 1994 (Cth)* with a view to perpetuating the Council's role as the accreditation and assessment authority for physiotherapy.
- Select and appoint (and where appropriate remove) the CEO.
- Define the powers of the CEO to conduct the operations of the Council and delegate powers to the CEO where appropriate.
- Consider and, where appropriate approve, decisions which are beyond the CEO's powers and delegated authority.
- Assess the performance and set the remuneration of the CEO and review and approve the Council staff remuneration policy framework and budget.

## Financial management and reporting

- Review and approve the financial and other reporting procedures to provide appropriate, accurate, timely and relevant information to the Board.
- Monitor the operational and financial position and performance of the Council with a view to ensuring its financial sustainability.
- Review and approve the annual financial report.

## Risk management and governance

- Review and approve the Council's risk management framework, including setting the Council's risk appetite and tolerances and ensuring that risks affecting the Council have been identified and assessed and are being appropriately managed and monitored.
- Monitor the integrity, adequacy and effectiveness of the audit, risk management, internal control, quality and compliance systems to support the Council's risk management framework and monitor their implementation, including through reports from the Board Committees.
- Maintain corporate governance culture and practices for Council's responsible and ethical compliance with relevant legal and regulatory requirements and governance standards.
- Enhance and protect the Council's reputation and standing.
- Determine when to obtain external legal advice and consider any legal advice given.

## Work health and safety

Exercise due diligence to ensure the Council complies with its work, health and safety obligations by taking reasonable steps to:

- Acquire and keep up-to-date knowledge of work, health and safety matters.
- Understand the hazards and risks associated with the Council's operations.
- Ensure that the Council uses appropriate resources and processes to enable hazards to be identified and risks eliminated or minimised.
- Ensure that the Council implements appropriate processes for complying with its duties and obligations under work, health and safety legislation, such as considering information regarding incidents, hazards and risks and responding in a timely way, reporting notifiable incidents and consulting with workers.

## Other

- Perform the Board's duties and responsibilities with independence, expertise, prudence and focus.
- Perform all other functions required by law.

## BOARD COMMITTEES

Pursuant to the Constitution the Board has established the following Committees which report to the Board:

- Audit & Risk Committee
- Accreditation Committee
- Assessment Committee
- Nominations and Remuneration Committee.

The Board will establish such other Committees, as it considers necessary for the purpose of overseeing critical functions. Each Committee will have a Committee Chairperson and a Charter approved by the Board setting out its purpose, composition, duties and responsibilities.

## DUTIES AND RESPONSIBILITIES OF CHAIRPERSON

- Provide leadership to the Board, maintaining ethical standards and assisting to resolve conflicts.
- Set the agenda for Board meetings.
- Chair effective Board meetings and other relevant meetings.
- Facilitate a professional environment and open communication between the Board, its Committees and Management to support an effective decision making process.

- Ensure that the strategic direction of the Council is a focus at Board discussions.
- Ensure Board skills assessment and performance reviews are undertaken as required by this Charter.
- Liaise with the CEO to provide direction for the Council's operational activity.
- Ensure that stakeholders' interests are accurately represented to the Board.

## DUTIES AND RESPONSIBILITIES OF DIRECTORS (INCLUDING CHAIRPERSON)

The role of each Director is to work with the other directors on the Council's Board to ensure the effective governance of the Council and formulate its strategic direction. Director duties and responsibilities are set out in Council's Non-Executive Director Position Description and include:

- Act with reasonable care and diligence. You must exercise your powers and duties with the care and diligence that a reasonable person would if they were in your place.
- Act honestly and in good faith in the best interests of the Council and for a proper purpose. When acting as a director you must make decisions that are in the best interests of the Council and to further its purpose.
- Not improperly use information or position. Any special knowledge that you gain as a director must only be used for the benefit of the Council and never to further personal or other interests. Similarly, you must not use your position to improperly gain an advantage for yourself or someone else, or cause detriment to the Council.
- Disclose conflicts of interest. If your duty to act in the best interests of the Council is in conflict with (or may conflict with) your personal or other interests, you must disclose this in accordance with Council's policy.
- Ensure that financial affairs are managed responsibly. Ensure that there are systems and processes in place that ensure that the Council's resources are being effectively put towards its purpose and are protected from misuse.
- Not allow the Council to operate while insolvent. You must ensure that the Council can pay its debts when they are due or will become due and that it does not continue to operate if it cannot pay its debts.
- Comply with duties and responsibilities of directors under specific legislation including, without limitation, work health and safety legislation.

## DUTIES AND RESPONSIBILITIES OF CEO

Fulfil the duties and responsibilities outlined in the CEO Delegations provided by the Board to the CEO.

## COMPOSITION AND MEMBERSHIP

The provisions relating to composition and membership of the Board are outlined in Council's Constitution.

## MEETINGS, AGENDAS, PAPERS, MINUTES AND OTHER RECORDS

The provisions relating to conduct of Board meetings are outlined in Council's Constitution.

The Company Secretary will be responsible for arranging Board meetings, preparing and circulating the agenda and board papers one week before the Board meeting and maintaining records including minutes of Board meetings. A record of attendance and all declarations made by Directors regarding conflicts of interest will be maintained.

## PERIODIC REVIEW

The Board should review this Charter and the Board's performance, at least every 2 years to ensure that the operation of the Board meets appropriate standards of corporate governance.

This Charter was approved by the Board on 11 May 2018.

SIGNED:



Eshan Sandanayake  
Company Secretary  
Australian Physiotherapy Council