

1 PURPOSE OF THE CHARTER

- 1.1. A Board Charter is an invaluable guidance tool for Board members, prospective Board members and senior managers on how the Australian Clinical Trials Alliance (ACTA) Board functions within the organisation.
- 1.2. A Board Charters is a living document that both ensures stability of process to facilitate the Board's operation while regularly evolving to accommodate changes to circumstances, technologies and the directors.
- 1.3. The Board Charter sets out the role, composition and responsibilities of the Board of Directors ("the Board") of ACTA. The purpose of this Charter is to promote a culture and standards of good corporate governance across ACTA.
- 1.4. The Board is committed to ensuring that principles of good governance are implemented openly and with integrity, pursuing the true spirit of good corporate governance commensurate with ACTA's needs.
- 1.5. The matters set out in this Charter are subject to the *Corporations Act 2001 (Cth)* and the Constitution of ACTA, a copy of which is located at <http://www.clinicaltrialsalliance.org.au/about-acta/policies/>. The Charter is to be read in the context of the Constitution and the relevant Acts and in the event of any conflict between the Charter and the Constitution or *Corporations Act*, the Constitution and *Corporations Act* will prevail.
- 1.6. The policies in this Charter should be adopted by the Board and apply from the date shown on the document and as reviewed from time to time.
- 1.7. The Charter will be reviewed by the Board as required and at least once every three years to ensure currency of content and consistency with the Constitution, Laws and current policies of the Association.

A number of operational matters relating to the Board including the election and term of office of Directors, voting at Board Meetings, the election of a Chairperson and the appointment of alternate Directors are governed by the Constitution and are not reproduced here.

2 DEFINITIONS

For the purpose of this Charter:

- **ACTA** means the Australian Clinical Trials Alliance Limited;
- **ACTA Standing Bodies** means the Advisory Council and Standing Committees appointed by the Board;
- **Board** means the Board of Directors of the Company;
- **CEO/GM** means the highest Management position appointed by the Board, for the time being, be that the Chief Executive Officer, Executive Officer or General Manager;
- **Charter** means this Board Charter;
- **Company** means the Australian Clinical Trials Alliance Limited
- **Constitution** means the Company's Constitution;
- **Director** means a director of the Company;
- **Independent Director** is a Director appointed by the Board under clause 9.3A of the Constitution; and
- **Management:** means the senior employees of ACTA who manage the Company.

ACTA BOARD CHARTER

3 GOVERNANCE STRUCTURE

- 3.1. ACTA is a public company (limited by guarantee) incorporated under the *Corporations Act 2001*; its Board of Directors is the governing body for the organisation. The Board is supported in its functions by ACTA Standing Bodies, consisting of Board Committees and an Advisory Council.
- 3.2. ACTA's Constitution confers various powers to the Board of Directors to manage and control the business of ACTA.

4 PURPOSE OF THE BOARD

- 4.1. The role of the Board is to govern and promote ACTA's interests in the pursuit of its objectives. The Board does this by setting strategic direction and context and focussing on issues critical to ACTA's success. The Board does not manage the day-to-day operations of the association.
- 4.2. The Board reserves some matters to itself for decision and delegates authority for other matters to Committees and the Chief Executive Officer, Executive Officer or General Manager (CEO/GM), in accordance with the Constitution.
- 4.3. The Board is accountable to the Members of ACTA for the overall performance of the association.

5 BOARD COMPOSITION

- 5.1. The Constitution specifies the composition of the Board. The majority of positions are elected by and from the Members of ACTA.
- 5.2. The Board should comprise:
 - 5.2.1. Directors who have a proper understanding of, and competence to deal with, current and emerging issues facing ACTA and the sector; and
 - 5.2.2. Directors who can effectively review and challenge the performance of Management and exercise unfettered and independent judgment in the discharge of their duties and responsibilities as Directors of ACTA;
- 5.3. The Board consists principally of non-executive Directors. In exceptional circumstances, the Constitution provides for payment for services.
- 5.4. 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.
- 5.5. Membership of the Board shall be disclosed in the annual report including whether a Director is independent or elected by Members.
- 5.6. By the Constitution, each Director must be re-elected or re-appointed after three years on the Board.

6 ROLE OF THE BOARD

The following accountabilities and responsibilities have been adopted by the Board (the discharge of some or all of these accountabilities and responsibilities may be delegated, but accountability and responsibility remain with the Board):

- 6.1. **Strategy and Planning**
 - 6.1.1. Consider ACTA's strategic position, current strategy and any alternative strategies proposed.
 - 6.1.2. Consider the strategic direction of the sector.
 - 6.1.3. Approve strategic plans, significant projects, and capital expenditure.

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Version: 2.0
Approval Date: 13 March 2020
Review Date: 13 March 2021

ACTA BOARD CHARTER

- 6.1.4. Identify and act on any impediments, structural or otherwise, that impede achieving the strategic plan.
- 6.1.5. Review post-implementation assessments of projects and expenditures.
- 6.1.6. Approve annual operating plans and budgets that are consistent with the strategic plan.
- 6.1.7. Approve external alliances and oversee the management of all external alliance relationships.

6.2. Board and Personnel

- 6.2.1. Have in place a succession plan that leads to a fair and transparent election process within ACTA that undertakes due diligence, nominates and selects candidates for the Board who are “fit and proper persons” and not otherwise disqualified from being a Director of a corporation under the *Corporations Act*.
- 6.2.2. Appoint and remove the Chair, Deputy Chair and Company Secretary.
- 6.2.3. In accordance with Part 2D.4 of the *Corporations Act*, appoint and remove the Company Secretary/Secretaries and determining their terms of engagement.
- 6.2.4. Formally appoint Alternative Directors, Independent Directors and Directors to fill Casual Vacancies, as required.
- 6.2.5. Ensure induction programs for new Board members and ongoing education programs for all Board members are implemented and available when required.
- 6.2.6. Ensure individual Directors have appropriate access to internal and external sources of information as required to permit the discharge of their duties as Directors of ACTA.
- 6.2.7. Select, appoint and remove the CEO/GM.
- 6.2.8. Ensure a fair and transparent process has been implemented to set the remuneration and contract of employment for the CEO/GM, to review annually the CEO/GM’s performance and to provide any counselling and mentoring as required.
- 6.2.9. Approve the admission of new Members and recommend the removal of existing Members.
- 6.2.10. Oversee ACTA’s relationship with its Members.

6.3. Financial Reporting and Audit

- 6.3.1. Assess the Board’s capability and financial knowledge and whether it has the necessary capacity to oversee the business and affairs of the association.
- 6.3.2. Take steps needed to ensure the Board addresses any shortfall in its financial knowledge and capacity to oversee the business and affairs of the association.
- 6.3.3. Provide direction to management on financial matters.
- 6.3.4. Approve Annual Financial Statements and the Annual Report.
- 6.3.5. Appoint external auditors as provided for in clause 19.2 of the Constitution and agree on their remuneration.
- 6.3.6. Agree on the scope of the external audit each year.
- 6.3.7. Review the control environment and audit and compliance resources, structures and processes and consider and approve any changes.
- 6.3.8. Review any significant audit and compliance issues identified and approve any action and remediation plans proposed.
- 6.3.9. Some, or all, of the above accountabilities and responsibilities may be delegated to the Finance, Audit and Risk Committee or Management for consideration.

6.4. Performance Monitoring

- 6.4.1. Approve any relevant financial and non-financial Key Performance Indicators (KPIs) for ACTA to be reported to the Board by the CEO/GM.

Approved By:	ACTA Board	Original Issue:	28 March 2019
Document Owner:	ACTA Board	Version:	2.0
		Approval Date:	13 March 2020
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ACTA BOARD CHARTER

- 6.4.2. Review ACTA's performance against approved KPIs with the CEO/GM.
- 6.4.3. Consider and approve any action or remediation plans to be implemented by Management in respect of ACTA's performance.
- 6.4.4. Review regular reports provided by Management on ACTA's financial performance.

6.5. Risk Management and Compliance

- 6.5.1. The Board is responsible for meeting specific statutory obligations:
 - Review tax status – completed annually with the financial statements
 - Meet the reporting requirements of s285A of the *Corporations Act* by approving and signing those requirements at the ACTA Board meeting following the end of the financial year.
 - In accordance with s250N of the *Corporations Act*, authorise the calling and holding of the AGM within 5 months of the end of the financial year.
- 6.5.2. The Board is responsible for ensuring ACTA meets the requirements of the Constitution.
- 6.5.3. Review major risks ACTA is, and is like to be, exposed to in the achievement of its strategic plans and objectives.
- 6.5.4. Each year, review risk management strategies, resources, structures and processes within ACTA and consider and approve any recommended changes.
- 6.5.5. Ensure appropriate insurance cover is in place and review the adequacy of that cover annually.
- 6.5.6. Review the management of ACTA's brand, image and reputation.
- 6.5.7. Review the processes implemented by Management to ensure ACTA complies with its statutory and regulatory obligations including, but not limited to, compliance with applicable Work Health and Safety legislative requirements.
- 6.5.8. Each Director is responsible for advising the company secretary within 1 week of any changes occurring in their name, address or other details on the Director's Consent and Declaration form (the company secretary is then responsible under s188 (1) of the *Corporations Act* for advising ASIC of changes in required information within 28 days of the change).

6.6. Capital Management

- 6.6.1. Approve the Annual Budget of ACTA.
- 6.6.2. Approve major transactions not included in the annual budget or outside the ordinary course of business.
- 6.6.3. Approve the leasing, purchase or sale of buildings or other significant capital expenditure commitments.
- 6.6.4. Approve ACTA entering into any other financial arrangements such as borrowings or other financial instrument contracts.

6.7. Board Process and Policies

- 6.7.1. Define and approve the role and responsibilities of ACTA Standing Bodies that are accountable directly to the Board and ensure appropriate terms of reference have been adopted.
- 6.7.2. Approve delegated authorities to Board Committee and the CEO/GM.
- 6.7.3. Approve policies dealing with Directors' liabilities, indemnity and insurance.
- 6.7.4. Approve any other policies deemed necessary for the good governance of ACTA.
- 6.7.5. The Board has no day-to-day operational involvement in the conduct of the organisation's business activities and delivery of services.
- 6.7.6. Subject to the limitations imposed by the Constitution, statutes and other external regulation, the Board remains free to alter the matters reserved for its decision as it considers appropriate.

Approved By:	ACTA Board	Original Issue:	28 March 2019
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		Approval Date:	13 March 2020
		Review Date:	13 March 2021

ACTA BOARD CHARTER

6.8. Accountability

- 6.8.1. Have a system of accountability to members.
- 6.8.2. Develop and implement a system of accountability to other appropriate stakeholders e.g. staff, funders, service users, related organisations etc
- 6.8.3. Improve the credibility and objectivity of established accountability processes, including financial reporting.
- 6.8.4. Gather information from members and stakeholders about their concerns, needs, suggestions and aspirations.
- 6.8.5. Assess effectiveness of, and compliance with:
 - the Board code of conduct
 - any applicable members' code of professional conduct/ethics
 - compliance with internal plans, policies and procedures
- 6.8.6. Provide specific delegations to management.
- 6.8.7. Identify and manage, and minute, conflicts of interest.
- 6.8.8. Confirm annually that all these responsibilities have been carried out.

7 MEETINGS, MINUTES AND REPORTING

- 7.1. The Chair will convene at least five Board meetings annually. Meetings will generally be held bi-monthly on the last Thursday of every second month.
- 7.2. All Directors, the CEO/GM, and Company Secretary are expected to attend meetings. In addition, other members of Management may be invited to attend or give presentations, and other parties needing decisions to be taken by the Board may be invited for the relevant part of the meeting. Similarly, the Chair or a majority of Directors may request the attendance at any meeting of the Board any person who, in their opinion, may be able to assist the Board in any matter under consideration.
- 7.3. A quorum for Board meetings is the lesser of six or half the total membership of the Board. Where the full membership of the Board is an odd number, a quorum for the meeting will be a majority of the current Directors.
- 7.4. Directors' meetings may be held with one or more of the participants taking part by telephone, or by other means of audio or audio-visual communication when each of the participants is able to hear and to speak to each of the other participants.
- 7.5. A meeting of the Board may only be held in this manner where all the Directors (other than any on leave of absence or disqualified from attending the meeting) have access to the communication facilities to be used for the meeting. Directors may pass or approve resolutions of the Board by written resolution by adopting the procedures set out in the relevant section of ACTA's Constitution.
- 7.6. A record of Director attendance for each meeting will be reported in the Annual Report.
- 7.7. Resolutions will first put to the Board in draft form (as a Board Paper or Circular Resolution) and, once passed, will be recorded in a Resolutions Register.
- 7.8. Section 251A of the *Corporations Act* requires minutes of Board meetings and Board committee meetings. It requires the minutes cover proceedings and resolutions. It requires resolutions passed without a meeting be minuted. It requires the minutes be in the minute book within 1 month and be signed by the Chair or chair of the following meeting within a reasonable time.
- 7.9. The minutes need to be kept securely at the principal place of business of the Association (or the registered office).

Approved By: ACTA Board
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Original Issue: 28 March 2019
Version: 2.0
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ACTA BOARD CHARTER

- 7.10. The purpose of the Board verifying or confirming minutes at the next meeting is to give comfort to the Chair who has the legal obligation to sign them as a correct record.
- 7.11. Minutes shall be taken by X (usually the Company Secretary) who will provide a draft to the Chair within X (48 hours is a good target) and Chair-endorsed minutes will be forwarded to Directors for comment by X by the close of the 3rd day after the meeting. Directors are expected to provide feedback to the Secretary within 1 week.
- 7.12. The Board should agree the broad form it wishes the minutes to take. As the Board is responsible for the minutes and may need to rely upon the minutes the Board should agree the form in which the minutes are kept taking into account the obligations in Part 9.3 of the *Corporations Act*.

8 BOARD PAPERS

- 8.1. Directors should not consider any matter without appropriate briefing advice. Mostly briefings will be in writing, perhaps supplemented by a verbal/visual presentation. Sometimes for urgent matters briefings may be verbal.
- 8.2. Briefing notes should ideally be a 1-page summary, with a clear recommendation, clear statement of the issue, a summary of pros and cons and a review of the implications, including financial, to ACTA.
- 8.3. The Board should agree what is a reasonable number of pages to include in Board papers – they need to be digestible packages.
- 8.4. The Board should agree how long before the Board meeting papers are required – generally up to about a week is common (papers that come too early might be out of date or need revision).
- 8.5. The Board should agree the format of reports with a focus on what the Board wants to see rather than what management wants to give.
- 8.6. The Board needs to agree what happens with Board papers after meetings – do Directors return them or keep them? – and if so how do they access (web systems simplify this issue).

9 ROLE OF INDIVIDUAL DIRECTORS

- 9.1. The Board of Directors of ACTA are subject to the provisions of Australia's *Corporations Act 2001 (Cth)*.
- 9.2. Directors are expected to comply with their legal, statutory and equitable duties and obligations when discharging their responsibilities as Directors of ACTA. Broadly these include:
 - 9.2.1. Acting in good faith in the best interests of ACTA as a whole, not in the interests of other parties including parties that may have elected them to the Board. The concept of ACTA as a whole recognises that ACTA is a national organisation representing different Member types;
 - 9.2.2. Acting with care and diligence and for a proper purpose;
 - 9.2.3. Avoiding conflicts of interest wherever possible; and
 - 9.2.4. Refraining from making improper use of information gained through the position of Director and from taking undue advantage of the position of Director.
- 9.3. Directors must be committed to the values, purpose and objectives of ACTA and the principles of good governance.
- 9.4. Directors must bring an independent mind to the consideration of all items before the Board and the judgement to be able to oversee, monitor and counsel the performance of management without becoming involved in the matters that have been delegated to the CEO/GM and staff of ACTA.
- 9.5. Directors must support the letter and spirit of Board decisions. Each Director commits to the concept of collective responsibility in the Board's decision-making processes, and while consensus will try to be reached on all decisions, all Directors must support and abide by the majority decisions of the Board in such instances where consensus is not achieved. Directors will always respect the contributions of other Directors to Board

Approved By: ACTA Board
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Original Issue: 28 March 2019
Version: 2.0
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Review Date: 13 March 2021

ACTA BOARD CHARTER

debate and discussion. Directors will debate issues openly and constructively and be free to question or challenge opinions presented at meetings that differ from their own but ultimately collective responsibility will prevail to ensure due Board process. Directors must ensure they have sufficient time available to diligently undertake the responsibilities of a Director of ACTA, be adequately prepared for all Board meetings and be prepared to respond within required timeframes to requests. Directors shall also use reasonable endeavours to attend all Board Meetings in person, advising the Chair and the Company Secretary in advance of a meeting if they are to be absent.

- 9.6. If a Director is unable to attend a future meeting or meetings, they should advise their apology to the Chair or Company Secretary in advance of that meeting or meetings and in doing so, a Leave of Absence will be deemed to be granted by the Board. The Constitution also provides for the appointment of Alternate Directors.
- 9.7. If Leave of Absence has not been granted, a casual vacancy will be deemed to arise upon resolution of the Board if a Director is absent from Board Meetings held during a continuous period of six months. However, the Board may resolve to waive that situation in any particular case and is not obliged to provide any reason for its decision.
- 9.8. Directors will keep all Board information, discussions, deliberations and decisions, which are not publicly known, confidential. For example, Board Papers and Minutes of Board Meetings must not be provided to any party outside of the Board, the CEO/GM, the Company Secretary and ACTA's external auditors without the consent of the Chair. The Chair may consult with the Company Secretary before providing consent.
- 9.9. However, the Board will develop a policy for the dissemination of Board decisions to ACTA Members, Standing Bodies, staff and other stakeholders, as appropriate.

In summary:

- 9.10. **Directors will at all times not:**
 - 9.10.1. Make improper use of information acquired as a Director
 - 9.10.2. Engage in conduct likely to bring discredit upon the Association
 - 9.10.3. Personally benefit at the expense of the Association or give the appearance of doing so
 - 9.10.4. Take inappropriate advantage of their fiduciary positions
 - 9.10.5. Make improper use of information acquired in their role
 - 9.10.6. Exercise powers of the Board individually without the approval of (delegation by) the Board.
- 9.11. **Directors will be active by:**
 - 9.11.1. Attending all Board meetings. Where attendance is not possible, the Director must submit an apology
 - 9.11.2. Making available adequate time to fulfil their duties
 - 9.11.3. Preparing and participating in the discussion and the deliberations of the Board
 - 9.11.4. Bringing to the Board table, and share with the group, their individual skills, experience, competencies and knowledge
 - 9.11.5. Making a time commitment which includes attending Board meetings plus X days per month for other association activities
 - 9.11.6. Attending the Annual General Meeting and any Special General Meetings.
- 9.12. **Directors will respect each other by:**
 - 9.12.1. Treating each other with respect, courtesy and professionalism
 - 9.12.2. Listening to all Directors
 - 9.12.3. Fostering a positive working relationship with other Board members and staff
 - 9.12.4. Not improperly influencing other Board members, including not caucusing

Approved By:	ACTA Board	Original Issue:	28 March 2019
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		Review Date:	13 March 2021

ACTA BOARD CHARTER

9.12.5. Acting loyally and in good faith.

9.13. **Directors will consult**

9.13.1. Consult with stakeholders and associated parties with issues under consideration but in consultation with the Board.

9.14. **Directors will raise concerns by:**

9.14.1. Expressing concerns to the President/Chair prior to meetings about issues or decisions that run contrary to the Board's duty

9.14.2. Expressing concerns during the meeting about issues or decisions that run contrary to the Board's or the Directors' duties

9.14.3. Being prepared to resign if you feel the Board is refusing to deal with an important matter in an appropriate way.

10 ROLE OF THE CHAIR

10.1. The Chair of ACTA is elected by the Members initially as a Board member under the provisions of the Constitution and Board Nomination and Election Procedures, and then as the Chairman of the Board by the Board, according to the ACTA Office Bearer Nomination and Election Procedures.

10.2. The Chair holds office until the conclusion of the second AGM after the AGM at which he or she took office, after which a re-election must be held.

10.3. A Chair may not hold office for more than two terms or once their position on the Board has ended for any reason.

10.4. The role and responsibilities of the Chair include:

10.4.1. Being the official representative and spokesperson for the Board and ACTA;

10.4.2. Determining with the CEO/GM the agenda for Board meetings;

10.4.3. Chairing Board meetings;

10.4.4. Chairing the Annual General Meeting of ACTA;

10.4.5. Providing leadership to the Board and to ACTA;

10.4.6. Ensuring the efficient organisation and conduct of the Board;

10.4.7. Facilitating Board discussions to ensure core issues facing ACTA and matters for which the Board is accountable and responsible are addressed;

10.4.8. Ensuring adherence to accepted principles of good governance as this relates to the separation of policy and management responsibility;

10.4.9. Briefing all Directors in relation to issues arising out of Board meetings;

10.4.10. Facilitating the effective contribution and ongoing development of all Directors;

10.4.11. Ensuring the compliance with the Board code of conduct including promoting consultative and respectful relations between Board members and between the Board and staff of ACTA;

10.4.12. Providing guidance and advice to the CEO/GM as required;

10.4.13. Representing the Board and ACTA in meetings with Members and other stakeholders; and

10.4.14. Taking the lead in the governance of ACTA and its Standing Bodies.

10.5. All correspondence emanating from ACTA addressed to Government Ministers must be sent under the name of the ACTA Chair, recognising that there will be instances that letters from ACTA will be sent jointly under the name of the Chair and the Chair of the relevant ACTA Body.

Approved By: ACTA Board
Document Owner: ACTA Board

Original Issue: 28 March 2019
Version: 2.0
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Review Date: 13 March 2021

ACTA BOARD CHARTER

- 10.6. The Chair may be supported by a Deputy Chair, as and where elected by and from the Board by a majority vote.
- 10.7. The Chair and the Deputy Chair will act with independent and unfettered judgement at all times.
- 10.8. In the absence of the Chair, the last surviving Chairperson of the Board, if present, or the Deputy Chair will assume the role and responsibilities of the Chair.

11 ROLES OF COMPANY SECRETARY AND DEPUTY CHAIR

- 11.1. Under the Constitution, the Board may appoint one or more Company Secretary.
- 11.2. The Company Secretary or Secretaries are accountable to the Board.
- 11.3. Unless otherwise determined by the Board, a Company Secretary will be appointed from and by the Board upon election as Deputy Chair.
- 11.4. The Deputy Chair of ACTA is elected by the Members initially as a Board member under the provisions of the Constitution and Board Nomination and Election Procedures, and then by the Board as the Deputy Chair of the Board, according to the ACTA Office Bearer Nomination and Election Procedures.
- 11.5. The Deputy Chair holds the dual office until the conclusion of the second AGM after the AGM at which he or she took office as Deputy Chair, after which a re-election must be held.
- 11.6. A Deputy Chair may not hold office for more than two terms or once their position on the Board has ended for any reason.
- 11.7. The Chair and the Deputy Chair will act with independent and unfettered judgement at all times.
- 11.8. It is anticipated, though not compulsory, that the Deputy Chair will be considered for the role of Chair, should that office become vacant.
- 11.9. Where a member of Management is appointed as Company Secretary in addition to or in the absence of a Deputy Chair, the role will be held for the lesser of three years or until the termination of their appointment by the Board, following which time they must be re-appointed by the Board.
- 11.10. Through the CEO/GM, the Company Secretary will advise the Board, the Chair and individual Directors on all matters of corporate governance and compliance.
- 11.11. The Company Secretary's advice and services shall be available to all Directors and Board Committees.
- 11.12. At the direction of the Board or the CEO/GM, the Company Secretary may obtain independent professional advice for the Board's consideration.
- 11.13. The Company Secretary will work with the Chair to develop robust processes which produce transparency in terms of disclosures on matters such as conflicts of interest and related party transactions.
- 11.14. The Company Secretary will ensure that minutes of all meetings held and records kept of all reports and papers submitted to the Board. Any dissenting Director shall be entitled to have his or her opinion recorded in the minutes.
- 11.15. The Company Secretary will organise and manage the submission of all papers and reports to the Board. The Company Secretary will also work with the Chair and the CEO/GM to prepare agendas for all Board Meetings, and, as required, for Board Committee Meetings.

12 ROLE OF THE CEO/GM

- 12.1. The CEO/GM is not a member of the Board, and the roles of the Chair and CEO/GM are strictly separated.
- 12.2. Responsibility for the day-to-day management and administration of ACTA is to be conducted by or under the supervision of the CEO/GM appointed by the Board, and by those other officers and employees to whom the management function is properly delegated by the CEO/GM.

Approved By: ACTA Board
Document Owner: ACTA Board

Original Issue: 28 March 2019
Version: 2.0
Approval Date: 13 March 2020
Review Date: 13 March 2021

ACTA BOARD CHARTER

- 12.3. The CEO/GM manages ACTA in accordance with the strategy, plans and delegations approved by the Board, and is accountable to the Board for the authority delegated and the performance of ACTA.
- 12.4. The responsibilities of the CEO/GM include the:
- 12.4.1. Implementation of Board approved strategies;
 - 12.4.2. Implementation of Board approved policies;
 - 12.4.3. Development of operational policies for the efficient management of ACTA;
 - 12.4.4. Management of the staff of ACTA;
 - 12.4.5. Day-to-day financial management of ACTA;
 - 12.4.6. Effective management of ACTA's assets;
 - 12.4.7. Compliance with Workplace Health and Safety requirements, other legislative and regulatory requirements and ACTA's policies and procedures in its day-to-day activities;
 - 12.4.8. Requirement to report systematically, openly and fully to the Board on ACTA's progress towards meeting its corporate objectives and towards its shorter and medium-term plans such as the annual budget, strategic plan and statement of strategic intent.

13 ACCESS TO ACTA EMPLOYEES

- 13.1. Except in unusual circumstances Directors do not manage ACTA so it is vital that in any communications with staff a Director is not seen to be 'issuing instructions'. That is the role of the CEO/GM. When dealing with staff:
- 13.1.1. Access must always be through the CEO/GM or with the CEO/GM's agreement;
 - 13.1.2. Must always respect the CEO/GM's role and not bypass or undermine the CEO/GM in any way;
 - 13.1.3. Directors have direct and unfettered access to the Company Secretary in the role of secretary. Where the secretary has a dual role such as Chief Financial Officer then for matters related to that staff role, the Director needs to follow the protocols via the CEO/GM.

14 BOARD COMMITTEES AND ADVISORY COUNCIL

- 14.1. The Board may discharge any of its responsibilities through Committees of the Board or any other ACTA Standing Body or individual, in accordance with ACTA's Constitution and the *Corporations Act 2001 (Cth)*.
- 14.2. All ACTA Standing Bodies are established by and accountable to the Board, will report to the Board on decisions and actions taken and provide any advice and make any necessary recommendations for the Board's consideration.
- 14.3. As a matter of principle committees may be established to support the Board process, but not to duplicate the matters delegated to the CEO/GM. Committees will only provide advice and recommendations to the Board for its consideration and not decide policy unless the Board determines otherwise.
- 14.4. The Board has established the following Standing Bodies to consider relevant issues in more detail:
- 14.4.1. Advisory Council (an advisory body and expressly not a committee, comprising Member representatives)
 - 14.4.2. Finance, Audit and Risk Committee
 - 14.4.3. Membership Committee
 - 14.4.4. Nominations Committee
- 14.5. With the exception of the Advisory Council, which is provided for under the Constitution, each entity shall operate strictly per its own set of Board-approved Terms of Reference (TOR). These TORs shall set out

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ACTA BOARD CHARTER

matters relevant to each entity's composition and responsibilities and shall be reviewed periodically (at least annually) by the Board to ensure continued relevance. A Director who is not a member of any of the Board's standing committees is entitled to attend such committees' meetings but only in the capacity as an observer.

15 CONFLICTS OF INTEREST

15.1. Directors must:

- 15.1.1. Disclose to the Board any actual or potential conflicts of interest which may exist, or be thought to exist, as soon as they become aware of the issue;
- 15.1.2. Take any necessary and reasonable measures to try to resolve the conflict; and
- 15.1.3. Comply with the *Corporations Act 2001 (Cth)* provisions on disclosing interests and restrictions on voting.

15.2. If an actual, perceived or potential conflict arises, it will be managed in the most appropriate way, in accordance with ACTA's Constitution and Declaration of Potential Conflicts of Interest Policy.

16 ACTA'S OBLIGATION TO DIRECTORS

16.1. Protections

Apart from as indicated elsewhere, in support of their role as Directors, ACTA will:

- 16.1.1. Indemnify Directors to the full extent permitted by law. ACTA cannot provide indemnity for a:
 - liability owed to ACTA;
 - liability for a pecuniary penalty order;
 - liability arising out of conduct that is not in good faith
 - legal costs in defending criminal proceedings or actions if liability is established.

16.1.2. Provide Directors' and Officers' Liability Insurance.

16.1.3. Offer induction and exit interviews.

16.1.4. Provide a Deed of access to Board documents once a Director ceases to be a member of the Board until 7 years after they left the Board.

16.2. Reimbursement and remuneration

16.2.1. In accordance with clause 6.1 of the Constitution, in support of their role as Directors the Association will pay all reasonable and agreed travel, accommodation and other expenses related to their duties.

16.2.2. In accordance with clause 10 of the Constitution, and in accordance with Chapter 2E of the *Corporations Act*, the Association may remunerate Directors as Directors in accordance with the following requirements determined by the Board.

17 ACCESS TO INFORMATION AND INDEPENDENT ADVICE

17.1. Directors may access such information and seek such independent professional advice as they individually or collectively consider necessary to fulfil their responsibilities and permit independent judgement in decision-making.

ACTA BOARD CHARTER

- 17.2. Directors will be entitled to:
- 17.3. Access the Company Secretary, CEO/GM and through the CEO/GM, members of staff at any time to request relevant and additional information or seek explanations;
- 17.4. Have access to external auditors, without management present, to seek explanations or additional information;
- 17.5. Seek independent professional advice at ACTA's expense in accordance with the procedures approved by the Board from time to time.

18 REVIEW OF CHARTER

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

19 BOARD PERFORMANCE

- 21.1. Boards that review their performance perform better. There are various ways to review performance – jointly/individually, every meeting/periodically, internally/externally.
- 21.2. The Board will conduct a formal assessment of the performance and effectiveness of itself, its Committees and individual Board Members at least every two years. The review will include:
- 21.3. Assessment of the performance of the Board against the requirements of this Charter;
- 21.4. Assessment of the performance of the Board Committees against the requirements of their respective Terms of Reference;
- 21.5. Examination of the effectiveness and composition of the Board, including the required mix of skills, experience and other qualities which the Directors should bring to the Board for it to function competently and efficiently;
- 21.6. Assessment of outcomes in relation to the association's strategic direction and objectives have been met;
- 21.7. Assessment of the appropriateness of corporate governance practices within the association; and
- 21.8. Assessment of whether the expectations of varying stakeholders have been met.

20 PUBLICATION OF THE CHARTER

- 22.1. Once adopted by the Board, a copy of the charter will be available at <http://www.clinicaltrialsalliance.org.au/about-acta/policies/>