

Applies to:	Health Justice Australia Board
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Approved by:	Board
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*Health Justice Australia acknowledges the Traditional Custodians of the lands and waters where we work, and pays respect to Elders past and present.
We recognise the strength and resilience of First Nations peoples. We are committed to reconciliation with, and self-determination of, First Nations peoples.
Sovereignty has never been ceded.
Always was, always will be Aboriginal land.*



1. Purpose of Charter

This charter sets out the Board’s terms of reference and provides an explanation of the Board’s approach to the following key governance matters:

- Health Justice Australia Constitution
- Purpose of the Board
- Board composition
- Director screening
- Director induction
- Role of the Board
- Responsibilities and duties
- Board committees
- Agenda, papers and minutes
- Interests and conflicts
- Review of the Board Charter
- Publication of the Board Charter

2. Health Justice Australia Constitution

The Constitution is Health Justice Australia’s key governance document. The Board ensures that it and Health Justice Australia comply with the provisions of the Constitution.

3. Purpose of the Board

The purpose of the Board is to promote and protect the interests and objectives of Health Justice Australia. In carrying out their responsibilities and exercising their powers, Directors will ensure they act honestly, fairly and diligently, in accordance with the law in serving the interests of Health Justice Australia and, where appropriate, the reasonable expectations of Health Justice Australia’s stakeholders.

4. Board composition

The composition of the Board is governed by Health Justice Australia’s Constitution. The Board must have a minimum of 3 and a maximum of 9 directors. Directors may serve on the board for a maximum of three consecutive three-year terms.

The Officers of Health Justice Australia are:

- Chair
- Secretary

Officers are determined by the Board and are appointed until the end of the next Annual General Meeting but are eligible for re-election. Officers, other than the Secretary, must be members of the Board. The roles and functions of Officers are governed by the constitution.

5. Director screening

In line with good governance for not-for-profits, all prospective Directors must undertake a National Criminal Records Check prior to commencement. The Check must record no disclosable outcomes. A National Criminal Records Check must be completed prior to any re-appointment of an ongoing Director.

At least annually, the Company Secretary must check the ASIC Banned and Disqualified Persons Register for all serving Directors and enter the results in the Directors' Register.

Any issues identified in either the National Criminal Records Check or the ASIC Register Check must be immediately alerted to the Chair.

6. Director induction

The Chair and CEO are responsible for ensuring all new Directors undertake a comprehensive induction within the first 3 months of commencing as a Director.

The Induction will include:

- Introduction and overview of Board meeting software (Board portal)
- Access to previous Board minutes and other papers for context
- Access to appropriate reading materials to familiarise themselves with the work of Health Justice Australia
- Introduction to senior staff and management
- Access to appropriate training opportunities specific to Health Justice Australia and more broadly to good governance development

7. Role of the Board

The key responsibilities of the Board are:

7.1. Strategy

- To ensure development, articulation and approval of Health Justice Australia's vision, mission and strategy
- To ensure development and approval of Health Justice Australia's strategic plan and monitor management's execution of the strategic plan
- To ensure alignment between the vision, mission and strategic objectives of Health Justice Australia and its operations

7.2. Accountability

- To monitor the overall performance of Health Justice Australia
- To appoint, remove and review the performance of the Chief Executive Officer
- To undertake evaluation of the Board and ensure succession planning
- To develop, implement and monitor delegations in line with a Board approved Delegations Policy
- To approve, monitor compliance and ensure review of relevant governance policies

- To approve and monitor Health Justice Australia’s financial position, financial performance and cash flows (including annual budget, annual reports, periodic financial reports) and be responsible for the publication for annual audited accounts
- To recommend to the AGM appointment of and to oversee external auditors
- To report outcomes to stakeholders

7.3. Risk management

- To ensure up-to-date and effective risk assessment frameworks and risk management strategies are in place
- To ensure critical risks are appropriately managed
- To ensure that Health Justice Australia has appropriate insurances, including Directors and Officers Liability insurance, cyber security, professional indemnity and public liability insurances

7.4. Compliance

- To review and comply with Health Justice Australia’s Constitution
- To adopt and comply with [AICD’s Not for profit Governance Principles \(ed 3\)](#), as varied from time to time
- To ensure compliance with all legal and regulatory requirements, ethical standards and external commitments

8. Responsibilities and duties

8.1. Directors

In discharging their duties, each Director must:

- Act in good faith in the best interests of Health Justice Australia and for a proper purpose;
- Act with reasonable care and skill (including prevention of insolvent trading);
- Not improperly use their position in Health Justice Australia, or information acquired by virtue of holding that position;
- Disclose and manage conflicts of interest; and
- Commit the time necessary to discharge effectively their role as a Director including preparing for and attending Board meetings in accordance with the rules set out in the constitution.

The Company must have at least one Secretary, who may also be a Director. The role of the Secretary includes:

- a) maintaining a register of the Company’s members;
- b) maintaining the minutes and other records of General Meetings (including notices of meetings), Directors’ meetings and circular resolutions; and
- c) ensuring all external reporting requirements are met within timelines (eg: ACNC Annual Information Statement)

8.2. Chair

The Chair’s principal role is to provide leadership to the Board and Health Justice Australia, and to ensure that the Board effectively discharges its responsibilities.

The Chair is responsible for:

- The efficient organisation and conduct of the Board’s function and meetings;
- Facilitating the effective contribution of all Board members;
- Ensuring that the Board receives the information it requires for informed and timely decision-making;
- The promotion of constructive and respectful relations between Board members and between the Board and management;
- Committing the time necessary to discharge effectively their role as Chair;
- Scheduling regular and effective evaluations of the Board’s performance;
- Maintaining ongoing communication with the CEO;

- Serving as a conduit between the Board and management; and
- Presiding as Chair of the Annual General Meeting

8.3. Chief Executive Officer (CEO)

The CEO, together with the senior management team, is accountable to the Board for the overall operational management and performance of Health Justice Australia.

The CEO is responsible for the day-to-day management of Health Justice Australia with all powers, discretions and delegations authorised, from time to time, by the Board.

The Board is responsible for regularly reviewing and ensuring that all necessary and appropriate delegations are in place to enable the CEO and the management team to meet this responsibility.

The CEO must have a formal employment agreement describing their term of office, duties, rights and responsibilities and entitlements on termination.

8.4. Relationship between Board and management

The Board is ultimately responsible for the performance of the CEO. The Board has retained its authority to make decisions on matters specified in this Charter, and save for those matters and CEO operational limits, determined from time to time by the Board, it delegates authority for all other matters to the CEO.

The Board maintains its independence from management through a number of measures, including appointing an independent Chair and maintaining a majority of independent non-executive directors, identifying and defining the respective roles of management and the Board and the exercise of independent thinking in decision-making.

The CEO is not a member of the Board or a Director of Health Justice Australia, but is expected to attend Board meetings. The CEO is accountable to the Board for the exercise of their delegated authority and, with the support of senior management, is to demonstrate progress to fulfil this responsibility through the provision of reports, briefings and presentations on a regular basis.

The CEO is expected to provide candid reporting that accurately portrays organisational performance. Board papers on matters for decision by the Board should normally conform to the Board's requirements, as determined from time to time. Board Members may communicate directly with Health Justice Australia's senior management as required to fulfil their responsibilities, provided this is done in consultation with the CEO or the Chair as appropriate.

9. Board committees

The Board may, as required, establish Board Committees. These may be occasional or ongoing, standing committees. The decision to establish a committee includes circumstances where a committee may be the more effective forum to effectively address the business or subject matter.

All Board Committees must have clearly articulated Terms of Reference, signed off by the Board and reviewed periodically.

All Board Committees must report on their deliberations to the full Board.

Papers pertaining to all Board Committees will be available for all Board Directors in the Board portal.

10. Agenda, papers and minutes

A schedule of Board meetings is to be set prior to the completion of the previous year.

Agenda and meeting papers will be circulated to all Directors in a timely manner, ensuring that Directors have time to prepare prior to meetings.

Proceedings of all Board meetings are minuted at the direction of the Secretary or their delegate. Minutes of all Board meetings are circulated to Directors, approved by the Board at the subsequent meeting and signed by the Chair of the meeting.

The Health Justice Australia uses a Board portal to support Board functions. Management will make arrangements with individual Directors if they are unable to access and appropriately use the facilities of the Board portal.

11. Interests and conflicts

The identification and management of interests and conflicts in relation to them are addressed in Board-authorized policy. A conflict of interest occurs when a person's personal and/or other professional interests conflict with their responsibility to act in the best interests of Health Justice Australia.

11.1. Register of interests

Board Director's standing interests must be alerted to the Chair and Company Secretary at the earliest possible time. The Company Secretary will add the interest to Health Justice Australia's register of interests. Any new interests must be raised and noted at the next available Board meeting.

The register of interests is maintained by the Company Secretary and records information related to any identified standing interests as well as any conflict of interest (including the nature and extent of the conflict of interest and any steps taken to address it).

12. Review of the Board Charter

The Board will review this Charter at least every three years, or as required, to ensure it remains relevant to and consistent with the Board's objectives and governance responsibilities.

13. Publication of the Board Charter

This Charter will be published on Health Justice Australia's Board portal, made available to prospective Board Directors as part of any recruitment package, published internally on Health Justice Australia's intranet, and published on Health Justice Australia's public-facing website.