



Australian and New Zealand Podiatry Accreditation Council Limited

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Governance Charter

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1 Background

The Australian and New Zealand Podiatry Accreditation Council (ANZPAC) is an independent organisation to assess and accredit podiatry education programs that aim to graduate persons who are eligible for registration as a podiatrist and to assess the qualification and skills of overseas trained podiatrists for skilled migration to Australia or suitability to practice in Australia and New Zealand.

2 Objects

2.1 The objects for which the Company is established are as follows:

- (a) Develop accreditation standards for podiatry programs of study in Australia and New Zealand
- (b) Assess programs of study and the education providers that provide the programs of study, to determine whether the programs meet approved accreditation standards
- (c) Assess authorities in other countries who conduct examinations for registration as a podiatrist, to decide whether persons who successfully complete the examinations or programs of study conducted or accredited by the authorities have the knowledge, clinical skills and attributes necessary to practise podiatry in Australia
- (d) Oversee the assessment of the knowledge, clinical skills and professional attributes of overseas qualified health practitioners who are seeking registration as a podiatrist in Australia or New Zealand
- (e) Advise and make recommendations in relation to:
 - (i) Matters concerning accreditation or accreditation standards for podiatry programs of study in Australia and New Zealand
 - (ii) Matters concerning the regulation, including general and specialist registration of podiatrists
 - (iii) Matters concerning the assessment of overseas qualified podiatrists and
 - (iv) Matters concerning the recognition and assessment of overseas qualifications of podiatrists
- (f) Create a policy framework that helps ensure that equivalency as encompassed in the Trans Tasman Mutual Recognition Agreement (TTMRA) established under the Trans Tasman Mutual Recognition Act 1997 (Clth) and the Trans Tasman Mutual Recognition Act 1997 (New Zealand), is maintained

3 Purpose of this Governance Charter

This Governance Charter (**Charter**) and the ANZPAC Constitution (**Constitution**) are the documents that outline the main corporate governance practices that are in place at ANZPAC.

This Charter sets out guidelines for ANZPAC's Directors and Officers to follow in their governance practice: setting and implementing ANZPAC's strategic direction, overseeing and controlling its operations and ensuring compliance with legal and other obligations. This Charter also sets out, in high-level terms, the main functions and responsibilities of the Board of Directors (**the Board**), as well as some administrative and procedural matters applicable to the Board and the governance of ANZPAC.

The Charter takes into consideration the Constitution, the *Corporations Act 2001 (Cth)* and the Corporate Governance Principles and Recommendations (2nd edition) published by the ASX Corporate Governance Council as they apply to an organisation with the scope of operation and breadth of member interest of ANZPAC. The Charter also takes into account the ACNC Governance Standards (effective from 1 July 2013) and also common law duties applicable to Directors and Officers.

The Charter is a guideline for governance practice and does not purport to set out an exhaustive list of all duties, functions and responsibilities of the Board, individual Directors or Officers. Nothing in this Charter limits any powers or responsibilities of the Board.

To the extent there is any inconsistency between this Charter and the Constitution the Constitution will prevail.

4 Board of Directors

4.1 Role

The Board is directly accountable to the Members and the community for the overall performance of ANZPAC.

In performing its roles, the Board aspires to excellence in governance standards. This requires the Board to work as a team and meet on a regular basis. Each Director must ensure they can devote sufficient time to properly perform their role and duties on behalf of ANZPAC.

4.2 Primary function

The Board "*shall direct, control and be responsible for the management of the affairs, and the furtherance of the objects, of the Company [and] may exercise all such powers and perform all such acts and do all such things as may be exercised by the Company...*" except those powers and rights reserved by the Corporations Act or by the Constitution to be exercised by Members. In fulfilling this responsibility, the Board has resolved the following as the core roles, functions and activities of the Board:

- a) **Strategy formulation** – specifically through setting the strategic direction at an annual strategic direction review workshop and generally through undertaking ongoing exploration, investigation and research of external environment and internal business developments and discussion of possible options, alternatives, opportunities and risks at each meeting to ultimately inform ANZPAC's future strategic direction

- b) **Policy making** – specifically to develop and exercise its authority through Board “governing policies” to define the governance role and function of the Board and to guide the performance management of ANZPAC
- c) **Appointing and working with, and through the Executive Officer** – specifically by establishing a set of policies that will address the Board/Executive Officer linkage and relationship arrangements
- d) **Monitoring and supervision** – specifically by establishing a set of policies to ensure appropriate monitoring and supervision of management/organisational affairs
- e) **Accountability** – specifically by establishing a set of policies to ensure the Board fulfils its corporate accountability responsibilities, including but not limited to, the membership, ASIC, ACNC, external stakeholders and government (and other) funding agencies
- f) **Member relations and liaison** – specifically by maintaining a strong relationship with the membership and keeping Members informed of ANZPAC progress to maintain a credible and continuing link between Members and the governing body
- g) **Stakeholder relations and liaison** – specifically by promoting ANZPAC’s objectives and achievements with governments, the community, other stakeholders and interested parties and to determine appropriate strategies, where and as necessary, to influence key stakeholders in the corporate interests of ANZPAC.

5 Board Chair

5.1 Appointment

In accordance with the Constitution, the Board will elect a Director as Chair (**Chair**) of the Board and to preside at Board meetings. At the first Board meeting after each AGM, the Board will elect the Chair .

5.2 Role

The Chair has the same corporate duties and responsibilities as any director of the Board, although for practical purposes the Chair is general regarded by the Board as *primus (prima) inter pares* [“first among equals”].

The ANZPAC Constitution describes certain specific Chair responsibilities and powers. As well as these duties, the Board may formally delegate specific authorities to the Chair. In relation to the role of the Chair, the Board recognises that:

- a) The Chair is Chair of the Board, not the Chair of ANZPAC;
- b) The Chair cannot enter into agreements that bind ANZPAC without an enabling resolution from the Board;
- c) While the Executive Officer has a particular working relationship with the Chair, the Executive Officer is directed by, and reports to, the Board as a whole; and
- d) In exceptional circumstances, the Chair may need to act urgently in the interests of ANZPAC without it being possible and/or practicable to gain prior formal guidance from the Board. In such circumstances, the Chair will attempt to contact at least some of the directors and bring the matter to the full Board’s attention as soon as practicable.

5.3 Key responsibilities

The key responsibilities of the Board Chair are:

- a) Chairing meetings of the Board;
- b) Overseeing the Board's general performance and encouraging effective and efficient operation of the Board;
- c) Establishing and maintaining systems for the flow of information, including financial information, to and from the Board;
- d) Arranging the items on the agenda for Board meetings to ensure a balance between urgent and important items and productive strategic discussion;
- e) Confirming the Board meeting minutes once approved by and on behalf of the Board;
- f) Representing the Board and ANZPAC in external and public contexts;
- g) Coordinating the Board's out-of-session relationship with the Executive Officer;
- h) Supporting and mentoring the Executive Officer;
- i) Initiating performance reviews (for the Board, directors and Executive Officer); and
- j) Carrying out such other roles as may be delegated from time to time by the Board.

6 Individual Directors

6.1 Role

The role of individual Directors is to promote good governance and to safeguard the interests of the organisation and its Members.

6.2 Key responsibilities

The key responsibilities of individual directors are:

- a) Providing leadership to the organisation through a clear and appropriate strategic direction;
- b) Providing accountability to key stakeholders including ANZPAC's Members;
- c) Overseeing compliance with all matters as prescribed by law including, but not limited to, safety and the environment;
- d) Oversight of all control and accountability systems including all financial operations and solvency, risk management and compliance; and
- e) Ensuring timely and effective decisions on matters reserved to it.

In addition to the above, Directors have a number of fiduciary duties. These duties are contained in the ACNC Governance Standard 5, under which ANZPAC must take reasonable steps to ensure that its Directors are subject to, and comply with, the following duties:

- a) Exercising the organisation's powers and discharging the Directors duties with the degree of care and diligence that a reasonable individual would exercise if they were a Director of the organisation
- b) Acting in good faith in the best interests of the organisation to further the purposes of ANZPAC;
- c) Not misusing their position;
- d) Not misusing information obtained in the performance of their duties as a Director
- e) Disclosing perceived or actual material conflicts of interest

- f) Ensuring the financial affairs of the organisation are managed in a responsible manner; and
- g) Not allowing ANZPAC to operate while insolvent.

7 Executive Officer

7.1 Role

The Executive Officer is accountable and responsible to the Board for the management of ANZPAC's affairs and for coordinating and supervising the day-to-day business and operations of ANZPAC.

7.2 Key responsibilities

The primary accountabilities and responsibilities of the Executive Officer are specified in a contract for service and include any Board delegated authorities and powers as determined from time to time. In general, the Board delegates to the Executive Officer all powers, authorities and responsibilities required to effectively and efficiently carry out ANZPAC's business including:

- a) The overall leadership and management of the day-to-day operations and all operational functions of the business including operational, financial and behavioural performance of ANZPAC;
- b) The implementation of appropriate organisational activities/actions to facilitate the organisational accomplishments as specified in the Board stated strategic direction and performance targets and standards;
- c) Work within the delegated authority prescribed by the Board from time to time;
- d) The overall accountability of all staff employed and/or contracted to ANZPAC;
- e) Any authorities as outlined in any contract, licence, agency, franchise, or other external party agreements undertaken as part of the Executive Officer's role, including responsibility for compliance with the conditions, standards and values contained therein; and
- f) The authority to delegate tasks and duties at the Executive Officer's discretion.

7.3 Differentiating the role of the Board and the role of the Executive Officer

The Executive Officer is authorised to take all decisions and actions within his or her delegated authority and which in his or her judgement are reasonable having regard to this authority. The Board commits to providing the Executive Officer with a clear position description, regular performance reviews against agreed objective performance criteria with appropriate reward and recognition where appropriate.

8 Board Committees

8.1 Appointment

The Board may establish one or more Board Committees to provide advice and recommendations to the Board on specified matters such as (but not limited to) accreditation, qualifications and skills assessment, and finance, audit and risk (acknowledging that the Board cannot relieve itself of its overall strategic, governance and compliance responsibilities). The Chair of a Board Committee will be appointed by the Board.

8.2 Board Committee procedures

Each Board Committee must operate in accordance with the Constitution and an approved Terms of Reference. The Chair of each Board Committee must report any matters of substance to the next Board meeting. A copy of all Board Committee minutes should be provided to the Board for noting and discussion and a copy placed in the Minute Register.

8.3 Board Committee members

Board Committees may be comprised of Directors and/or persons outside the Board with appropriate skill, knowledge and experience relevant to the purpose of the particular Board Committee.

9 Company Secretary

9.1 Appointment

In accordance with the Constitution, the Board may appoint one or more Secretaries and may at any time terminate the appointment or appointments and may determine the terms and conditions of appointment of a Secretary, including remuneration.

9.2 Role

The role of the Company Secretary is to support the effectiveness of the Board on all governance matters.

9.3 Key responsibilities

The key responsibilities of the Company Secretary are:

- a) Ensuring that the Board and Board Committee processes and procedures run efficiently and effectively including organising appropriately convened Board and Board Committee meetings, correspondence, agendas and papers;
- b) Maintaining the Register of Interests and the safekeeping of relevant ANZPAC legal documentation;
- c) Ensuring minutes are recorded, maintained and distributed as required;
- d) Guiding and implementing ANZPAC's corporate regulatory compliance obligations and ensuring all required legal, fiduciary and other regulatory compliance obligations are met and complied with and associated documentation and filings are completed accurately, appropriately and within the required timeframe; and
- e) Facilitating appropriate advice and counsel for corporate governance principles and individual director liability.

10 Members

10.1 Role

The Members of the Company are those defined in the ANZPAC Constitution.

10.2 Key responsibilities

Under the ANZPAC Constitution, the Members have the authority, rights and powers to:

- a) Enjoy protection of limited liability;
- b) Be acknowledged on, inspect and get copies of the Register of members and resign;
- c) Call, receive notice of, attend, move resolutions at, speak at, participate in, appoint proxies for, demand a poll at, vote at: general meetings;
- d) Appoint and remove the auditor;
- e) Inspect the books/minutes, receive reports/disclosures; and
- f) Wind up the Company.

11 External Auditor

11.1 Role

The role of the External Auditor is to express an opinion on whether management has fairly and accurately presented the information in the financial statement.

11.2 Key responsibilities

The External Auditor may attend each AGM of ANZPAC to answer questions from the Members about:

- a) The conduct of the audit;
- b) The preparation and content of the audit report;
- c) The accounting policies adopted by ANZPAC in relation to the preparation of the financial statements; and
- d) The independence of the External Auditor in relation to the conduct of the audit.

12 Delegated Authority

The Board is to develop and approve a Delegated Authority Policy, which will outline the authority delegated by the Board to the Executive Officer covering areas such as operating and capital expenditure, funding and strategic decision-making. The delegations must balance effective oversight with appropriate empowerment and accountability of management (including appropriate escalation and reporting to the Board).

Any matters or transactions outside the limitations imposed by the Delegated Authority Policy must be referred by the Executive Officer to the Board for approval. This includes (but is not limited to) escalation of risks. In addition, the Executive Officer must consult with the Chair on any matters which the Executive Officer considers are of such a sensitive, extraordinary or strategic nature so as to warrant the attention of the Board, regardless of value.

The Board may, by resolution, change any delegated power by increasing, reducing, adding or removing specific powers and authorities (and the Delegated Authority Policy will be consequently amended).

13 Board Administration and Procedures

13.1 Board numbers

The number of Directors must not be less than four or more than nine.

13.2 Board composition

Subject to 13.1 the Board shall comprise:

- (a) at least two people appointed by the Directors on the ground that such persons possess particular skills, experience or expertise required by the Board from time to time (at least one of whom must not be a podiatrist);
- (b) one registered podiatrist appointed by the Directors who is employed to lecture in podiatric education at a tertiary institution in Australia;
- (c) one registered podiatrist appointed by the Directors who is employed to lecture in podiatric education at a tertiary institution in New Zealand; and
- (d) up to five other registered podiatrists appointed by the Directors.

13.3 Meeting procedures

- (a) The Board will hold scheduled meetings to discharge all of the duties set out in this Charter and the Constitution.
- (b) A Director may at any time, and the Secretary must on the requisition of a Director, call a Directors' meeting.
- (c) Subject to the Constitution, the Directors may meet together, adjourn and regulate their meetings as they see fit.
- (d) A Directors' meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- (e) At least two Board meetings must take place each calendar year.

13.4 Attendance at Board meetings

- (a) The Directors need not all be physically present in the same place for a Directors' meeting to be held.
- (b) A Director who participates in a meeting held in accordance with rule 13.4 is taken to be present and entitled to vote at the meeting.
- (c) Professional advisors may attend Board meetings by invitation.

13.5 Non-Executive sessions

The Chair may, from time to time, arrange for an opportunity for the Board to meet without the Executive Officer present.

13.6 Agenda

A detailed agenda together with supporting documentation must be circulated to Directors at least five working days prior to each meeting. Directors should prepare thoroughly for Board meetings to be able to provide appropriate and constructive input on matters for discussion.

13.7 Quorum

At a meeting of Directors a quorum is a majority (half plus one) of the Directors.

13.8 Voting

Wherever possible, Board decisions will be reached by consensus. If a vote is required, each Director present is entitled to one vote.

13.9 Minutes

Draft minutes of each Board meeting will be circulated to the meeting Chair within seven (7) days of the meeting and to remaining Directors within fourteen (14) days of the meeting. The Chair will sign the final minutes after they are presented to the next meeting and formally approved by the Board.

13.10 Induction and education

New Directors will be engaged through a letter of appointment signed by the Company Secretary and provided with an induction program appropriate to their experience to familiarise themselves with ANZPAC's business, strategy and any current issues before the Board.

13.11 Access to information

All Directors have unrestricted access to company records and information and receive regular detailed financial and operational reports from the Executive Officer.

13.12 Independent advice

The Board collectively, and all Directors individually, have the right to seek independent professional advice, at ANZPAC's expense, to help them carry out their responsibilities. While the Chair's prior approval is needed, this may not be unreasonably withheld.

13.13 Indemnity

Pursuant to the Constitution, ANZPAC indemnifies each Director and the Company Secretary and may, by deed, indemnify a person who is, or has been an Officer (as defined in the Corporations Act) of ANZPAC, to the extent permitted by law, against liability incurred by that person to another person (other than ANZPAC), provided that the liability does not arise out of conduct involving a lack of good faith.

13.14 Insurance

ANZPAC maintains a Directors' and Officers' insurance policy that, subject to some exceptions, provides worldwide cover to Directors and Officers of the company for wrongful acts committed by them in their capacity as a Director or Officer (as the case may be).

13.15 Performance assessment

A self-assessment of the performance of the Board, any Board Committees and individual Directors will be performed biennially (led by the Chair). Following each assessment, the Board will consider what, if any, actions need to be taken to improve its performance.

14 Conduct of Directors

14.1 Directors' duties

Directors are expected to comply with their legal, statutory and equitable duties and obligations when discharging their responsibilities as Directors. Broadly, these align with the duties of Directors as set out in the Corporations Act and the ACNC Governance Standards to:

- a) Act in good faith in the best interests of ANZPAC and for a proper purpose;
- b) Exercise due care and diligence;
- c) Avoid conflicts of interest; and
- d) Refrain from making improper use of information gained through or taking improper advantage of, their position as a Director.

There are also specific obligations and duties required of Directors under specific legislation, for example in the areas of environmental compliance, occupational health and safety and taxation. Directors also have a statutory duty to prevent insolvent trading. A contravention of this duty may result in personal or criminal liability of the Director.

14.2 Independent decision-making

Directors should bring independent judgement to bear on Board decisions and request information or raise any issue, which is of concern to them, so as to fully canvas all aspects of any issue before the Board and to be reasonably satisfied as to the soundness of all decisions taken by the Board. In order to satisfy this requirement, a Director must:

- a) Make a reasonable effort to become and remain familiar with the affairs of ANZPAC;
- b) Attend all Board meetings and Board functions unless there is a valid reason for non-attendance and an apology, with reasons, has been submitted to the Chair or Company Secretary; and
- c) Commit the necessary time and energy to Board matters and to ensure they are contributing their best endeavours in the performance of their duties and not placing undue reliance on other Directors to fulfill those duties.

14.3 Co-operation

Outside of the boardroom, Directors must observe solidarity with the decisions of the Board and must co-operate in their implementation.

14.4 Confidentiality

Directors (and all other Board meeting attendees) will keep confidential all Board discussions, deliberations and decisions that are not publically known. Confidential information received by Directors in the course of the exercise of their duties (or by other Board meeting attendees) remains the property of ANZPAC and must not be disclosed by Directors unless that disclosure has been properly authorised or is required by law.

14.5 Director independence

Directors are considered independent if they are independent of management and free from any business or other relationship that could materially interfere with, or reasonably be perceived to materially interfere with, the exercise of their unfettered judgement. Materiality is assessed on a case-by-case basis by reference to each Director's individual circumstances, rather than by applying general materiality thresholds.

The Board assesses independence of Directors upon appointment and annually through an attestation by each Director.

14.6 Disclosure of interests

Directors must avoid any action, position or interest that conflict with the interest of ANZPAC or gives the appearance of a conflict.

All Directors are required to disclose any actual or potential conflicts of interest upon appointment and must keep these disclosures to the Board up to date. The Company Secretary will ensure that a register of disclosures by Directors is maintained and reported to the Board as necessary.

If a conflict of potential conflict exists, the conflicted Director will not receive any Board papers on the relevant matter and will be absent during boardroom discussions or voting on that matter.

A conflicted Director must not vote on the relevant matter unless the other Directors who do not have a material personal interest in the matter have passed a resolution that states those Directors are satisfied that the interest should not disqualify the Director from being present or from voting on the matter.

14.7 Other appointments

Directors are expected to advise the Chair of any proposed board or executive appointment to another organisation as soon as practicable.

14.8 Ethical standards and conduct

The Board supports and encourages policies within ANZPAC that require Directors to observe high standards of personal integrity and display honesty in their dealings. Directors are expected to observe the highest standards of ethical behaviour and must not engage in conduct that is likely to harm or discredit ANZPAC.

To document these requirements, the Board will develop and approve a Code of Conduct that will apply to all Directors. This Code will also outline the organisation's Whistleblower Policy.

15 Stakeholder Communication

ANZPAC is committed to communicating effectively with the Members and other stakeholders regarding its strategic, financial and operational performance. ANZPAC uses a variety of communication media and these are regularly reviewed as part of ANZPAC's continuous improvement process.

The current communication approaches include:

- a) Direct communications with stakeholders via mail and e-mail, including regular newsletters and provision of the annual report;
- b) The publication of relevant company information on the ANZPAC website; and
- c) Regular face-to-face and teleconference meetings.

The Chair and Executive Officer are each authorised to speak to the media regarding the business of ANZPAC. Other persons may be authorised by the Board.

16 Charter Review and Publication

16.1 Review

This Charter will be reviewed annually by the Board or as otherwise required to ensure it remains consistent with the Board's objectives and responsibilities and relevant standards of corporate governance.

16.2 Publication

This Charter will be made publically available on the ANZPAC website.

17 References

Governance Institute of Australia, *Not for Profit Officers, Directors and the Board* (2012)

Australian Charities and Not-for-Profits Commission Governance and External Conduct Standards

http://www.acnc.gov.au/ACNC/Manage/Ongoing_Obs/Governance/GovStds/ACNC/Edu/GovStds_overview.aspx?hkey=18fdef33-9f88-4a3f-ac61-e3a8ba3fdac6

ASX Corporate Governance Council, *Corporate Governance Principles and Recommendations with 2010 Amendments* (2nd edition, 2007)

Standards Australia, *AS8000-2003: Australian Standard Good Governance Principles* (2003)

David Fishel, *The Book of the Board: Effective governance for non-profit organisations* (The Federation Press, 2nd edition, 2008)

John Carver and Miriam Carver, *Carver's Policy Governance[®] Model in Nonprofit Organisations* (<http://www.carvergovernance.com/pg-np.htm>)