



# Governance Board Charter

Board policy  
and procedures

## Revision History

Revision	Date	Signed	Reason
Version 1	14 March 2012	C Massis	
Version 2	2 April 2012	C Massis	
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Version 4	7 May 2012	C Massis	Board feedback and comments.
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Final	June 2023	A Nikolic	Biennial review.

## Abbreviations

Abbreviation	Definition
APA	Australian Physiotherapy Association
CEO	Chief Executive Officer
NAC	National Advisory Council

## Reviews and Authorisation

Quality Assurance	
Craig Maltman has reviewed this document and authorises its release within the Australian Physiotherapy Association.	
Craig Maltman	Date: 19 June 2023

## Permitted Distribution

Public document
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# 1 Introduction

The Corporations Act clearly establishes that the Board is ultimately responsible for all matters relating to the effective operation of the Australian Physiotherapy Association (APA).

The APA is a company limited by guarantee. As a result, the APA's Board of Directors (the Board) are subject to all of the provisions of the Corporations Act 2001.

Directors individually have a duty to participate as an engaged and productive member of the Board. Collectively, Directors carry the authority and responsibility given to the Board by the Association members through the Constitution of the APA.

Where applicable, Australian Securities Exchange Corporate Governance Principles and Recommendations (4th Edition, February 2019) have been adopted.

## 1.1 Australian Physiotherapy Association (APA)

The APA is the peak body for physiotherapy in Australia, representing physiotherapists, physiotherapy assistants and physiotherapy students. The APA seeks to position itself as a member-centric organisation with a distinctive brand, valued by physiotherapists and the community.

### 1.1.1 Our vision

Physiotherapy is an essential pillar of our health system and consumers' first choice for health and wellbeing.

### 1.1.2 Our purpose

The success and wellbeing of our members and the physiotherapy profession drives everything we do. We strive to be their indispensable source of advocacy, leadership, connection, and support.

# 2 Purpose of this Charter

The purpose of this Charter is to specify how the APA is governed so as to promote the APA and to protect the interests of the members, employees and the communities in which the APA operates.

This Charter sets out the:

- role and responsibilities of the Board;
- responsibilities delegated to committees of the Board;
- responsibilities delegated to Management;
- responsibilities delegated to the membership; and
- operation of the Board

# 3 Governance philosophy and approach

The Board will govern the APA with an emphasis on:

- a future focus that adds value;
- strategic issues rather than administrative detail;
- pro-activity rather than reactivity;

- encouraging a diversity of opinions and views;
- reconciling diversity of opinion into a clear and appropriate strategic direction;
- the development and expression of a collective responsibility for all aspects of the Board's performance;
- holding the APA accountable to its values and code of conduct;
- continuing improvement in Board and individual Director effectiveness; and
- the interests of the APA as a whole.

## 4 Board focus

The Board will:

- ensure that it makes the best possible use of its meetings by dealing principally with matters that have strategic and/or governance levels of significance, within a defined policy framework by delegating as much as possible to relevant committees or to the Chief Executive Officer (CEO);
- ensure that committee and member reports and proposals to the Board are delivered/available in a timely fashion and that the content and format reinforce and support the Board's governance role.

The Chair in conjunction with the CEO will establish the agenda for each Board meeting although each Board member is free to suggest the inclusion of item(s) on the agenda. To the extent possible (given some matters worthy of the Board's attention may be unforeseen) agendas will be based on a work schedule agreed to at the beginning of each year.

## 5 Role and responsibilities of the Board

The role of the Board is to provide overall strategic guidance for the APA and effective oversight of Management. The Board will monitor the APA's compliance with its Constitution, from which the Board derives its authority to act, and with all legal and regulatory requirements.

To achieve this role, the Board has reserved to itself the following specific responsibilities:

### 5.1 Strategy

The Board is responsible for:

- overseeing the development of the APA's corporate strategy through constructive engagement with senior management;
- reviewing and approving strategic plans and performance objectives consistent with the APA's strategy;
- reviewing the assumptions and rationale underlying the strategic plans and performance objectives;
- focusing on strategic priorities and monitoring implementation of plans to give effect to the APA's strategy;
- developing and maintaining resourcing and systems to support the achievement of agreed strategic objectives; and
- providing oversight on the culture of the APA.

## 5.2 Oversight of Management

The Board is responsible for:

- the recruitment, appointment, and removal (if required) of the CEO;
- monitoring performance of the CEO and implementation of strategy against measurable and qualitative indicators, via an approved organisational scorecard;
- approving the remuneration policies and procedures in respect of the CEO;
- setting and reviewing of delegation powers for management in relation to financial and non-financial areas;
- challenging management and holding them to account;
- approving succession plans for key individuals; and
- providing advice and counsel to Management.

## 5.3 Members

The Board is responsible for:

- understanding the needs of members;
- reviewing the effectiveness of member relations and engagement;
- reporting to APA members in accordance with the requirements of the Corporations Act or other relevant law via an AGM; and
- approving and monitoring compliance with policies to satisfy the APA's continuous disclosure obligations.

## 5.4 Other stakeholders

The Board is responsible for:

- approving and monitoring compliance with policies governing the APA's relationship with other stakeholders and the communities in which the APA operates; and
- approving and monitoring compliance with policies which enable the APA to comply with its legal and regulatory obligations.

## 5.5 Ethics and Governance

The Board is responsible for:

- actively promoting ethical and responsible decision-making;
- approving and maintaining the APA Code of Conduct to guide its Directors, employees, and contractors necessary to maintain confidence in the APA's integrity;
- monitoring the effectiveness of governance practices and the system of accountability for unethical practices;
- initiating a Board evaluation program for both the Board as a whole and individual Directors, and follow-up actions to deal with issues arising;
- arranging for directors to attend courses, seminars and participate in development programs as the Board deems appropriate; and
- establishing and overseeing the powers and functions of Board sub-committees to ensure compliance obligations and functions are effectively discharged.

## 5.6 Oversight of financial, operational, and capital management

The Board will monitor corporate performance against the strategic direction, including assessing operating results to evaluate whether the APA is being managed appropriately.

The Board is responsible for:

- reviewing and approving the annual financial reports;
- reviewing and approving the annual budget proposed by management;
- monitoring financial and operating results on an ongoing basis;
- overseeing the APA's accounting and financial management systems;
- reviewing, approving, and monitoring the progress of major capital expenditure, capital management and material commitments;
- ensuring ethical investing
- approving decisions affecting the APA's capital, including capital structure and major financing arrangements; and
- approving the appointment and periodical review of external auditors.

## 5.7 Compliance and risk management

The Board will identify and characterise the principal risks faced by the APA and ensure that appropriate systems are in place to avoid or mitigate the risks including the protection of intellectual capital developed with the resources of the APA and intrinsic to the value, or potential value, of the APA.

The Board is responsible for approving, reviewing, ratifying and monitoring:

- APA's control and accountability systems and reviewing reporting under those systems;
- a system for identifying, assessing, monitoring, and managing risk throughout the APA;
- systems of internal compliance, risk management and control, and systems of legal compliance that govern the APA's operations; and
- written policies, codes and procedures governing compliance, risk oversight and management.
- the Risk Appetite statement for the APA

# 6 Role and responsibilities of the Chair, National President, Vice President, CEO and Company Secretary

## 6.1 Chair

The Chair is a non-executive member Director appointed by the Board. The Chair is responsible for:

- leading the Board in reviewing and discussing Board matters;
- chairing the Board meetings and the Annual General Meeting;
- managing the efficient organisation and conduct of the Board's function;
- briefing all Director's in relation to issues arising at Board meetings;
- facilitating the effective contribution by all Directors and monitoring Board performance;
- overseeing that membership of the Board is skilled and appropriate for the APA's needs;

- promoting constructive relations between Board members and between Board and Management;
- overseeing corporate governance matters with the Company Secretary and reporting on those matters to the Board;
- in consultation with the National President to work with the Chair of the National Advisory Council in the formulation of NAC meeting agendas;
- overseeing the implementation of policies and procedures to renew the composition of the Board; and
- overseeing the implementation of policies and procedures to annually review Board performance.

In accordance with the APA Constitution the role of the Chair can be split between the Chair and National President of the Board. Both roles can delegate powers to the Vice Presidents for assistance with the roles.

## 6.2 National President

The National President is a non-executive member Director appointed by the Board.

The National President is charged with being the lead representative on matters of professional importance, and being the public face of the organisation. Key duties include:

- Representing the interests of members to external parties, including Government, other peak bodies, and working parties;
- Being lead advocate for the profession at conferences, roundtables, steering groups etc and with key government contacts including ministers and advisors;
- In consultation with the Board Chair to work with the Chair of the National Advisory Council in the formulation of NAC meeting agendas;
- In consultation with the Board Chair to share representative duties at APA Conferences and Events; and
- In consultation with the Board Chair to share relationship building duties with Australian and International Physiotherapy bodies.

In accordance with the APA Constitution the role of the National President can be split between the National President and Chair of the Board. Both roles can delegate powers to the Vice Presidents for assistance with the roles.

## 6.3 Vice President

The Vice President is a non-executive member Director appointed by the Board.

The Vice President is charged with offering support and counsel to the National President and Chair. Key duties include:

- Representing the APA at international events as approved by the Board;
- Leadership of defined pieces of work and finite initiatives in board governance, representation, advocacy or project delivery;
- Leadership to the Board in the absence of Chair/National President;
- Raising concerns with the Chair or National President where they arise; and
- Providing counsel to the Chair and President



## 6.4 Chief Executive Officer (CEO)

The CEO leads the APA's Executive team and is accountable to the Board for the APA's overall management and performance. The CEO manages the APA in accordance with the strategy, business plans and policies approved by the Board. It is the responsibility of the CEO to;

- Lead the execution of the organisation's strategy;
- Direct the organisation's operations;
- Facilitate the effective deployment of resources; and
- Bring material and other relevant matters to the attention of the Board in an accurate and timely manner.

The CEO's performance will be regularly evaluated against the achievement of agreed performance measures.

The CEO is not a member of the Board.

## 6.5 Company Secretary

The Company Secretary acts as secretary of the Board, attending all meetings of the Board as required. The Company Secretary is accountable to the Board through the Chair on all corporate governance matters.

The Company Secretary is responsible for:

- monitoring compliance with Board policy and procedure;
- coordinating the completion and dispatch of the Board agenda and briefing materials;
- preparing minutes of meetings and resolutions of the Board and presenting these to the Chair for approval and circulation;
- circulating Minutes from committee meetings to the Board; and
- APA's compliance with its requirements under the Corporations Act regarding registered office, annual returns, and notices to be lodged with the Australian Securities and Investments Commission.

## 7 Delegations of authority

Under the APA's Constitution, the Board may delegate responsibility to committees to consider certain issues in further detail and then report back to and advise the Board.

Standing committees established by the Board will adopt terms of reference setting out authority, responsibilities, membership, and operation of the committee.

There are currently three standing committees of the APA Board:

- audit and risk committee
- nominations, remuneration and governance committee
- insurance and safety committee

The APA may establish other committees from time to time to consider other matters of special importance.

## 7.1 Delegations to CEO and Management

The Board has delegated to the CEO the authority to manage the APA's day to day affairs and the authority to control the APA's affairs in relation to all matters other than those responsibilities reserved by the Board itself in this Charter.

The Board may impose further specific limits on CEO delegations. These delegations of authority will be maintained by the Company Secretary and will be reviewed by the Board as appropriate from time to time.

The CEO has authority to sub-delegate.

## 8 Board Membership

### 8.1 Composition and size

The Chair of the Board will be elected by the Directors and must be a member director.

The Directors will determine the size and composition of the Board, subject to the limits and criteria established by APA's Constitution, which provides that there can be no less than five and no more than nine directors.

The number of Directors and the composition of the Board must at all times be appropriate to achieve efficient decision making. The Board will manage the skills needed to discharge its obligations effectively through annual skills matrix reviews.

The Board will seek to inform eligible members as specified in the Constitution of the appropriate range of skills, experience and expertise required of the Board in the lead up to the election to inform voting.

### 8.2 Appointment and re-election of Directors

The process of selection and appointment of new Directors to the Board is carried out in accordance with the APA Constitution.

Directors will be engaged by a letter of appointment setting out the terms and conditions of their appointment. Directors will be expected to participate in any induction or orientation programs on appointment, and any continuing education or training arranged by or for them.

Directors must retire from office in accordance with the APA Constitution. Retiring Directors may be eligible for re-election.

The Board may endorse the re-election of standing Directors at its discretion.

### 8.3 Independence

All Directors should bring an independent judgment to bear on all Board decisions. A Director is considered independent by the APA if the Director is not a member of Management and is free of any business or other relationship that could materially interfere with the exercise of their unfettered and independent judgment in relation to matters concerning the APA. (A Director presenting Professional Development for the APA is the exception).

The Board will assess the independence of each Director in light of the interests disclosed by them. Each independent Director must provide the Board with all relevant information for this purpose and keep such information up to date. The outcome of such assessment will be reflected in the corporate governance section of the APA annual report.

## 8.4 Conduct of individual Directors

Directors must at all times act in accordance with legal and statutory requirements, and discharge all their duties as Directors.

The Board code of conduct provides a complete set of behaviours to be followed and includes the following:

Directors must:

- discharge their duties in good faith and in the APA's best interests and for a proper purpose;
- act with care and diligence, demonstrate commercial reasonableness in their decision making and act with the level of skill and care expected of a Director of a major company;
- avoid conflicts of interest except in those circumstances permitted by the Corporations Act;
- not make improper use of information gained through their position as a Director;
- not take improper advantage of their position as a Director;
- notify other Directors of a material personal interest when a conflict arises;
- make reasonable enquiries if relying on information or advice provided by others;
- undertake any necessary inquiries in respect of delegates;
- give the APA all the information required by the Corporations Act; and
- not permit the APA to engage in insolvent trading.

## 9 Board process

### 9.1 Meetings

All Board meetings will be conducted in accordance with the APA's Constitution and the Corporations Act. The Board will meet formally at least four times each calendar year and will also meet whenever necessary to deal with urgent matters which might arise between scheduled meetings. Part of each meeting shall be set aside to allow the Directors to meet in a private session to discuss management issues or other matters of a sensitive nature.

Directors have a duty to question and raise any issues of concern to them. Matters are to be debated openly and constructively amongst the Directors. Individual Directors must utilise their particular skills, experience and knowledge when discussing matters at Board meetings.

Directors are committed to collective decision making and shall endeavour to arrive at a consensus decision on all matters requiring Board approval. Where a consensus decision is unable to be made, the decision of the Board shall be determined by: a majority of votes of the Directors present at the meeting; and, by voting whereby, subject to the Corporations Act, each Director has one vote. The Chair of a Directors' meeting has a casting vote in addition to his or her deliberative vote.

Directors must keep Board discussions and resolutions confidential, except where they are required to be disclosed.

Directors are expected to attend, to be adequately prepared for, and to participate in each Board meeting.

Senior members of Management may attend Board meetings at the Board's request to present reports on, or seek approvals within their areas of responsibility. The Board may invite external advisers to attend Board meetings where necessary or desirable.

The Board may conduct meetings in person, or by alternative electronic means.

## **9.2 Independent professional advice**

The Board collectively, and each Director individually, has the right and obligation to seek independent professional advice at the APA's expense to help them carry out their responsibilities. Generally, this advice will be available to all Directors.

## **9.3 Access to information and management**

All Directors shall have unfettered access to any APA records and information they consider necessary to fulfil their responsibilities. Directors shall also have access to the Company Secretary and other members of the Executive Team, via the CEO, to seek additional information concerning the APA's business. Directors shall receive regular detailed financial and operational reports and may request elaboration or explanation of those reports at any time.

## **9.4 Board performance evaluation**

The Board will undertake ongoing assessment and review of performance of the Board, its Committees, and individual Directors annually.

The process of evaluating the performance of the Board as a whole is the responsibility of the Board under the direction of the Chair. The evaluation of Board performance involves review and discussion of Board effectiveness, including looking at:

- agendas, briefing materials, and time management;
- attention to strategy, oversight of business performance and risk management;
- Board culture and relationships with management;
- effectiveness of the Chair; and
- interactions with external stakeholders.

At the conclusion of each Board meeting, a formal meeting review process is completed as part of the business of the meeting.

The roles of the Board Chair and National President are to be reviewed annually to ensure both roles are meeting all of the required criteria and that both roles are operating effectively together.

The independent review is to be undertaken by the Nominations, Remuneration and Governance Committee

## 10 Review and publication of Charter

The Board is responsible for reviewing this Charter every two years. The Charter may be amended by resolution of the Board.

This Charter or a summary of its main provisions shall be made available on the Associations' website in a clearly marked corporate governance section.

## 11 Reporting

Proceedings of all meetings are minuted. Draft minutes are reviewed by the Chair within 10 business days. Minutes of all Board meetings, are circulated to directors, and approved by the Board at the subsequent meeting. Resolutions are first put to the Board in draft form (as a "Board Paper") and, once passed, are minuted as approved.

Approved by the APA Board – 16 June 2023