



# Governance Board Charter

Board policy  
and procedures



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## 1 Introduction

The core strategy of the Australian Physiotherapy Association (APA) is to provide services to members so they have fulfilling careers, a strong collective voice and a united professional community. This is so physiotherapy is recognised as essential to Australia's healthcare system, making people's lives better.

The Corporations Act 2001 (the 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 the Act.

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 APA members through the Constitution of the APA.

In respect to this Charter, where applicable, Australian Securities Exchange Corporate Governance Principles and Recommendations (4th Edition, February 2019) have been adopted, combined with the Australian Institute of Company Directors Not for Profit governance standards.

## 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
- operation of the Board

## 3 Governance philosophy and approach

The Board will govern the APA with an emphasis on:

- the interests of the APA as a whole
- a future focus that adds value and creates sustainable outcomes
- 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 relevant codes of conduct
- continuing improvement in Board and individual Director effectiveness

- understanding and responding to the needs of all stakeholders including members, consumers, and the broader physiotherapy community
- embracing innovation and digital transformation
- ensuring environmental and social responsibility
- maintaining agility to respond to changing circumstances and emerging opportunities

## 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
- focus on strategic foresight, anticipating industry changes, and positioning the APA for future success
- leverage data and member insights to inform strategic discussions
- maintain a forward-looking perspective on healthcare transformation and the profession's evolving role.

The Chair in conjunction with the CEO and the Company Secretary 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, with regular strategic reviews of critical issues affecting the profession's future.

## 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 strategic direction through constructive engagement with senior management
- reviewing and approving strategic plans and performance objectives that integrate member value with broader societal benefit
- 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
- provide oversight and provide strategic direction on developing and maintaining

resourcing and systems to support the achievement of agreed strategic objectives

- provide oversight of people and culture matters relating to APA staff set and oversee the general culture of the APA.
- ensuring the APA embraces digital transformation and innovation
- positioning physiotherapy at the forefront of healthcare policy.

## **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
- oversight of succession plans for key individuals
- providing advice and counsel to Management

## **5.3 Members**

The Board is responsible for:

- understanding the needs of members through systematic engagement and research
- 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
- ensuring member value creation through all APA activities and services
- In relation to volunteers, understanding, supporting, including oversight of reward and recognition schemes to ensure that the key role volunteers play in the APA is recognised and appropriately supported.

## **5.4 Other stakeholders**

The Board is responsible for:

- engaging with stakeholders in line with key priorities set out in the Strategic Plan
- approving and monitoring compliance with policies governing the APA's relationship with stakeholders and the communities in which the APA operates
- balancing stakeholder interests in decision-making while maintaining primary accountability to members
- approving and monitoring compliance with policies which enable the APA to comply with its legal and regulatory obligations
- advancing the APA's role in healthcare policy development and public health initiatives.

## **5.5 Ethics and Governance**

The Board is responsible for:

- actively promoting ethical and responsible decision-making

- approving and maintaining relevant APA Code of Conduct that apply to members. Directors and Committee Members monitoring the effectiveness of governance practices and the system of accountability for unethical practices
- cultivating an inclusive, innovative, and high-performance organisational culture
- 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
- establishing and overseeing the powers and functions of Board committees to ensure compliance obligations and functions are effectively discharged
- approving reporting to track environmental and social responsibility,
- providing oversight if the organisation's Reconciliation Action Plan (RAP)
- overseeing whistleblower protections and ethical reporting mechanisms.

### **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 and sustainable investing practices
- approving decisions affecting the APA's capital, including capital structure and major financing arrangements
- approving the appointment and periodical review of external auditors

### **5.7 Technology and digital governance**

The Board recognises that digital transformation is fundamental to the future of physiotherapy practice and member engagement. The Board is responsible for:

- overseeing digital strategy that enhances member value and practice excellence
- ensuring cybersecurity resilience and data governance frameworks
- monitoring technology investment decisions and their impact on member experience
- assessing emerging technology opportunities and threats including artificial intelligence, telehealth, and digital therapeutics
- overseeing technology-enabled innovation in education, professional development, and member support.

### **5.8 Environmental, social and governance (ESG)**

The Board is committed to sustainable and responsible practices. The Board is responsible for:

- implementing ESG strategy that aligns with the APA's purpose and member values
- overseeing environmental sustainability initiatives maintaining ethical investment frameworks that reflect member values
- monitoring climate-related risks and opportunities affecting member practices
- reporting ESG performance to members and stakeholders.

### **5.9 Compliance and risk management**

The Board is responsible for establishing and maintaining a sound risk management framework. It will identify and assess the principal risks faced by the APA and ensure that appropriate systems are in place to manage these risks, including the protection of intellectual capital developed with the resources 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
- written policies, codes and procedures governing compliance, risk oversight and management
- the Risk Appetite statement for the APA
- crisis preparedness and business continuity planning
- cybersecurity and data privacy risk management
- emerging risks including technological disruption and healthcare policy changes.

### **5.10 Crisis management and business continuity**

The Board recognises its responsibility to ensure organisational resilience and member support during crisis situations. The Board is responsible for:

- overseeing crisis preparedness frameworks that enable rapid response to disruptions
- ensuring business continuity planning that maintains essential member services during emergencies
- governing crisis communication strategies
- monitoring operational resilience including financial reserves and technology systems
- ensuring crisis leadership protocols for effective Board governance during emergencies
- reviewing crisis response effectiveness and implementing lessons learned

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

### **6.1 Chair**

The Chair is a non-executive member Director appointed by the Board. The Chair has a Position Description that sets out their key duties. The Chair is responsible for matters including:

- 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 Directors 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
- overseeing the implementation of policies and procedures to renew the composition of the Board
- overseeing the implementation of policies and procedures to annually review Board performance
- monitoring the conduct of all Directors ensuring Directors are aware of their obligation to declare any material matter, personal or professional, that would reasonably impact upon their ability to discharge their duties and/or bring themselves, the APA or the profession into disrepute
- informing the APA Board of Directors, in a timely manner, of any individual Director declaration and refer, where appropriate, to the Chair of the National Professional Standards Panel and the Chair of Nominations, Remuneration and Governance Committee or the Audit and Risk Committee
- in consultation with the President to work with the Chair of the National Advisory Council in the formulation of NAC meeting agendas
- in consultation with the President to share representative duties at APA Conferences and Events
- in consultation with the President to share relationship building duties with Australian and International Physiotherapy bodies
- represent the APA at relevant events as approved by the Board.

## **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. The role of the President has a Board Position Description that sets out their duties. Key duties include:

- representing the interests of members to external parties, including Government, other peak bodies, and working parties
- acting as the lead spokesperson for the APA in relation to policy matters
- 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
- in consultation with the Board Chair to share relationship building duties with Australian and International Physiotherapy bodies
- advancing healthcare policy that positions physiotherapy as essential to health system excellence.

The National President can delegate responsibilities to the Vice Presidents for assistance with the role.

### **6.3 Vice Presidents**

The Vice Presidents are non-executive members Directors appointed by the Board. The Vice Presidents are charged with offering support and counsel to the National President and Chair. They have Board approved Position Descriptions that set their key responsibilities. Their key duties include:

- Representing the APA at national and international events
- Leadership of defined pieces of work and 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
- 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
- bring material and other relevant matters to the attention of the Board in an accurate and timely manner
- attend all meetings of the APA Board and its committees and any other relevant meeting as required

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
- APA's compliance with its requirements under the Corporations Act, and any other legislation, 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 delegated authority, responsibilities, membership, and operation of the committee.

There are currently four standing committees of the APA Board:

- Audit and Risk Committee
- Nominations, Remuneration and Governance Committee
- Insurance and Safety Committee
- Education 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. The Delegations Schedule will be maintained by the Company Secretary and will be reviewed by the Board as appropriate from time to time.

## 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, with particular attention to the skills required to deliver the Strategic Plan and future capability requirements.

In relation to Member Director elections 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 and the Board Election Policy.

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 Member 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.

The Board will assess the independence of each Director in light of the interests disclosed by them, in accordance with the Conflict of Interest Policy. Each independent Director must provide the Board with all relevant information for this purpose and keep such information up to date.

### **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 Director Code of Conduct provides a complete set of behaviours to be followed and includes the following areas, 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
- give the APA all the information required by the Corporations Act
- not permit the APA to engage in insolvent trading
- declare any material matter, personal or professional, in a timely manner, that would reasonably impact upon their ability to discharge their duties and or bring themselves, the APA or the profession into disrepute
- take responsibility to raise with either the Board Chair or Chair of the Nominations, Remuneration and Governance Committee, in a timely manner, any matter that is currently undeclared that may be perceived to bring the APA into disrepute.

## **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 their deliberative vote. The Chair does not have a deliberative vote at General member Meetings of the APA as specified in the Constitution.

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 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.

### **9.3 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.

### **9.4 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. The right to access to Board Records and Papers is also covered in the Director's Deed of Access, Indemnity and Insurance.

### **9.5 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 Office Bearers
- interactions with external stakeholders
- contribution to member value creation and strategic outcomes

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, National President and Vice Presidents are to be reviewed every two years to ensure all roles are meeting all of the required criteria and that the roles are operating effectively together.

There will be an independent review of either Board governance and effectiveness or Director and Board performance every three years.

## **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 APA's website in a clearly marked corporate governance section.

This Charter was reviewed and approved by the Board in October 2025. It is due for review in October 2027.