



AUSTRALIAN AND NEW ZEALAND
HEAD & NECK
CANCER SOCIETY

CORPORATE GOVERNANCE CHARTER

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SECTION 1 - INTRODUCTION - TOWARDS BETTER PRACTICE CORPORATE GOVERNANCE

The Australian and New Zealand Head and Neck Cancer Society (the Society) is registered under the Corporations Act 2001 (the Act). The Society's Board Members have an obligation both to meet the requirements of *the Act* and to ensure that a high standard of corporate governance is developed and maintained within the Society.

Corporate governance is the framework of rules, relationships, systems and processes within and by which authority is exercised and controlled in organisations. It encompasses the mechanisms by which the organisation, and those in control, are held to account. Corporate governance influences how the objectives of the organisation are set and achieved, how risk is monitored and assessed, and how performance is optimised.

Good corporate governance is more than just prescribing particular corporate structures and complying with legislated obligations and other accepted rules. It is additionally about a range of broad principles, which should be applied flexibly to facilitate accountability and performance.

This document identifies both the requisite legislative standards and other best practice elements of good corporate governance. It is intended to assist the Society to fulfil its stewardship obligations. The legislative provisions mentioned must be complied with. The better practices identified are not intended to be binding but instead are meant to serve as a reference point for appropriate action. The areas covered are:

- Board Members' Roles and Functions
- Board Members' Skills and Appointments
- Board Members' Induction and Training
- Board Members' Independence
- Board Member Meetings
- Board Member Resources
- Secretariat Responsibilities
- Code of Conduct
- Management of Conflict of Interest
- Strategy Setting
- Stakeholder Management
- Public Speaking
- Interaction with the Media
- Risk Management
- Financial and Operational Reporting
- Monitoring Board Members' Performance
- Executive Committee Charter
- Australian Research Foundation
- Audit Committee Charter.

The principles and procedures set out in this Charter form a sound foundation for establishing accountability between the Society and its stakeholders. They are also important in establishing a framework for effective corporate governance.

The relevance of the principles may, however, vary between different situations, depending on the circumstances. Other approaches may equally - or perhaps even better - achieve the goal of a fully accountable governance structure. Furthermore, where there are significant changes in circumstances, the Society may need to innovate and adapt its corporate governance practices to effectively respond to those new challenges and opportunities.

To achieve sound corporate governance the Society should continually review its structure, obligations and related processes. This review should occur at least once during the first half of each calendar year prior to the Annual General Meeting.

This document has been developed using three publications as references which are listed below:

- 'Principles and Better Practices' Corporate Governance in Commonwealth Authorities and Companies – Australian National Audit Office 1999.
- 'Corporate Governance Principles and Recommendations' 2nd Edition – ASX Corporate Governance Council 2007.
- The Society's *Constitution*.

Clearly, all of the recommended practices may not be applicable to the Society and, accordingly, some may need to be modified to the particular circumstances of the Society.

SECTION 2 - BOARD MEMBERS' ROLES AND FUNCTIONS

Society Board Members' functions are to:

1. Determine the strategic direction and policies of the Society taking into account the recommendations and input of the Executive.
2. Manage and administer the Society, including implementation (such as the timing, method and priority) of the policy matters and strategic direction, taking into account recommendations of the Executive.
3. Develop and implement business operation plans including an annual budget.
4. Oversight public relations/representation/lobbying and similar activities.
5. Monitor all compliance obligations of the Society which includes the role of Trustee for the Australian Research Foundation of all financial, legal and risk management functions.
6. Consult with the Executive.

The Society Board Members' roles include:

- developing and reviewing strategic and operational plans and enhancing corporate culture;
- ensuring policies/procedures and practices are consistent with the desired corporate culture and any legislative obligations;
- ensuring compliance with statutes and general government policies;
- ensuring policies exist on key risks, and are applied/reviewed;
- approving the annual budget/performance targets including overseeing the audit process;
- taking responsibility for major decisions and monitoring performance and corrective actions;
- managing stakeholders' interests, demands and expectations;
- reviewing/assessing their own performance and reporting to stakeholders; and
- establishing committees to assist in the effective operation of the Society.

The functions of the Society are outlined in *the Constitution* and include the following:

- Section 2 – Objects;
- Section 3 – Powers of the Company;
- Section 17 – Directors and the Executive;
- Section 23 – Powers and duties of the Board; and
- Section 24 – Delegation of Directors' powers.

The Society Executive Roles and Membership

The Society has an Executive and the procedure for electing and appointing Members of the Executive will be determined by the Board in accordance with *the Constitution*. Further information about the Executive is at [Section 18](#).

The Australian Research Foundation and Membership

The Society has established an Australian Research Foundation (the Foundation) and the Chairperson holds office until they either resign or are removed by the Foundation, the Board or the Executive in accordance with *the Constitution*. Further information about the Foundation is at [Section 19](#).

The New Zealand Research Foundation and Membership

The Society has established a New Zealand Research Foundation and the Chairperson holds office until they either resign or are removed by the New Zealand Foundation Board. In accordance with *the Constitution* the ANZHNCS is not the trustee however actively engages with and assists the New Zealand Foundation to promote head and neck research activity across New Zealand. Further information about the Foundation is at [Section 19](#).

SECTION 3 - BOARD MEMBERS' SKILLS AND APPOINTMENTS

Skills

In order to undertake its functions efficiently and effectively the Society Board Members' collectively require the necessary blend of qualities, skills, knowledge and experience relevant to the operations of the Society in compliance with *the Act* and *the Constitution*. Each Member should strive to add something unique and valuable to the Society as a whole.

Society Board Members' collectively require a mix of the following skills, knowledge and experience:

- operational or technical expertise relevant to the operation of the Society (including policy skills, executive and leadership experience, and representation of professional groups);
- financial; and
- knowledge and understanding of government and governance processes.

As the Society is a small body, it may facilitate, through other Government and non-Government agencies, access to skills that are not readily available within the Society itself.

Board Members are given regular updates of the prevailing circumstances impacting on the organisation to ensure they are familiar with related industry developments and issues as well as changes in government policy and legislation.

Appointments

Board members are appointed in accordance with *the Constitution* and on a volunteer basis.

The term of office for the Chairperson and Deputy Chairperson elected at an AGM is one year but they may be re-elected by Ordinary Members for a maximum of one additional year in accordance with Clauses 17.7(b) and 17.7(c) of *the Constitution*.

Other Board Members may hold office until removed subject to clauses 17.7(b) and 17.7(c) of *the Constitution*.

New Board Members are provided with a letter of appointment from the President setting out their duties and responsibilities.

Board Members may be reimbursed for reasonable expenses which are attributed to travel, accommodation and meals whilst on official Society business. Board Members must advise the Executive prior to committing to any official Society business activities that will result in the Society incurring any expenses.

Membership

The Board will comprise the following positions:

- Chairperson;
- the immediate past Chairperson;
- Deputy Chairperson;
- Secretary; and
- Treasurer.

The procedure for electing and appointing Members of the Board is specified in *the Constitution*.

SECTION 4 - BOARD MEMBERS' INDUCTION AND TRAINING

Society Board Members have an obligation to develop a broad understanding of the area of operation of the business. For newly appointed Members to be able to effectively fulfil their duties they need to, among other things, attain knowledge of the context and purpose of the organisation and become familiar with legislative obligations, corporate strategy and current issues facing the Society and its Board. In terms of particular characteristics of the health sector, they must also be aware, for example, of the sector's values and standards of probity and accountability.

Continuing education and professional development programs will ensure that Board Members remain abreast of any developments which can impact on their corporate governance and other duties, and maintain leadership in the area of expertise that contributed to their appointment to the Society Board.

The Society will ensure that:

- Appropriate induction training is made available to Board Members shortly after their appointment.
- Induction training is delivered to Board Members through the provision of the Society Induction Package and also via one to one discussions with the President.
- Continuing training and development programs are made available to Board Members as necessary and, in particular, the opportunity to participate in industry seminars and conferences.

SECTION 5 - BOARD MEMBERS' INDEPENDENCE

An independent membership is essential to a sound governance structure. While Board Members may be appointed on the nomination of others, or may be drawn from particular regions, they are not appointed in a representative capacity. Each Board Member must form their own independent judgment on all matters coming before the Society and is not subject to direction by any other person, except as provided in *the Constitution*.

The independence of Board Members is necessary to ensure that they are effective in performing their own duties as Board Members and in supervising and, where necessary, challenging the activities of management. Board Members must be capable of assessing objectively the performance of the Society and its management. Developing the agenda for the Society Board meetings is a critical element in determining and reinforcing Board Members' independence and effectiveness.

On occasion, independent advice will be obtained by appointing a consultant to the society with experience in activities closely related to those of the Society. This approach will ensure that the Society has access to experience critical to its successful ongoing operation.

The performance of the Society should be continually assessed by the Board Members.

The Society will ensure that:

- Board Members are able to exercise their personal judgment in an independent fashion.
- Where a Society Board Member has a material personal interest in any matter coming before the Society, that Member will formally declare the nature of the conflict of interest in accordance with *the Constitution*. The Society Corporate Governance Charter has clear procedures, which are at [Section 9](#) '**Code of Conduct**', for dealing with these circumstances.
- Board Members are involved in the development of the agenda for the Society meetings, and understand that this duty is not the sole responsibility of the President.
- Society Board Members meet separately from the Executive as they deem necessary. Society Board decisions which may be of interest to the Executive are provided, in writing, to the Executive out-of-session.

SECTION 6 - BOARD MEMBER MEETINGS

The Society Board Members must devote the time and attention necessary to fulfil their obligations. Regular attendance at Society Board meetings is important.

Society Board meetings are an essential element of good corporate governance and provide the primary forum for Society decision-making.

The effectiveness of Society Board meetings is dependent on carefully planned agendas and providing papers and materials to Board Members prior to those meetings. It is also important that minutes accurately record outcomes of meetings.

In addition to attending Society meetings, Board Members may be required between regular meetings to make decisions in accordance with *the Constitution*. A process is available to facilitate this decision making obligation of the Society.

The Society will ensure that:

- Subject to *the Constitution* and *the Act* Board Members may meet, adjourn and otherwise regulate its meetings as it determines.
- Board Members are expected, as a minimum, to attend at least 75% of the regular Board Meetings convened each calendar year.
- Board Members are given adequate notice of meetings.
- Agenda items, including availability of discussion material, are distributed electronically in the week prior to the meeting unless specified otherwise to enable informed discussion by Board Members.
- Draft minutes of the previous meeting are distributed electronically, one week after that meeting.
- Minutes of the previous meeting are considered by Board Members, as a standing agenda item at each meeting, to ensure that they are an accurate record of decisions taken by the Board Members.
- Board Members will make a verbal declaration of any conflict of interest against the Board meeting agenda items at the commencement of each meeting.
- Board Members exercise care and due diligence through a range of tasks.

SECTION 7 - BOARD MEMBER RESOURCES

Society Board Members must have sufficient resources available to enable them to discharge their duties effectively, including access to independent legal and professional advice at the Society's expense, within the agreed governance framework.

The Society will ensure that:

- it establishes an Audit and Risk Committee;
- there is a Society Secretariat, appropriately resourced to carry out its functions, with the primary role of supporting the Board Members and the President;
- Board Members have reasonable access to independent consultants for investigation and advice. These resources are provided to the Society at no cost to individual Board Members, although reasonable budgets (or a special fund) for such independent advice may be set and agreed as part of the Society's budgeting process; and
- the costs of supporting Board Members are transparent and reported.

SECTION 8 - SECRETARIAT RESPONSIBILITIES

As the Society is a small body, secretariat services are provided under contract by The Association Specialists (TAS). The Society President meets informally with TAS on a needs basis to discuss critical issues and associated timeframes that may affect the Society's functions. TAS' key responsibilities may from time to time include, but not be restricted to, providing:

1. Meeting management services.
2. Membership management services.
3. Recording and periodic reporting on financial activities.
4. Other secretariat activities.

Membership Procedures

Membership of the Society is governed by *the Constitution* and implemented by the Society's Executive. The key activities include:

1. Membership categories are determined by the Executive and information about membership categories is published on the Society's website.
2. Membership fees are determined by the Executive.
3. Membership application procedures are established by the Executive, in accordance with *the Constitution*, including:
 - a. Submitting a completed membership application form.
 - b. Notifying the applicant that they have been accepted for membership once the application has been accepted.
 - c. Paying a membership fee.
4. Membership applications will be reviewed by the Executive for admission in accordance with *the Constitution*.
5. TAS will maintain the Society's Register of Members in accordance with *the Constitution*.

SECTION 9 - CODE OF CONDUCT

It is important that the Society operates in a manner consistent with community expectations and the relevant legislation. It is essential that Board Members and officers comply with the conduct provisions of *the Constitution* which closely replicate the Director's duties contained in general corporations law. It is equally important that the Society's guiding ethics and Code of Conduct is clearly understood and followed by each Board is communicated to all stakeholders.

Society Board Members are responsible for promoting high ethical and integrity standards. The language, attitudes and actions of Board Members affect the integrity, ethics, values and other aspects of the organisation's culture.

The Society will ensure that:

- Board Members approve a written code of conduct setting out ethical and behavioural expectations for Board Members and the Executive. It is critical that both the Board and the Executive demonstrate, through both their words and actions, an absolute commitment to that code. This will assist a culture of good governance to be established within the Society.
- Board Members and the Executive upon appointment to the Society agree in writing to comply with the code of conduct.
- Where non-compliance with the code of conduct occurs appropriate remedial action will be taken. This may involve counselling or retraining in the case of unintentional and less serious breaches of the code, mediation, through to dismissal or referral to the appropriate authorities in the case of intentional and serious breaches.
- Adherence to the code of conduct will be periodically evaluated by Board Members and intermediate action taken where necessary.

In summary, Board Members and the Executive must act with integrity and honesty, exercise due care and diligence in the carriage of their duties, and look always to the best interests of the Society. They must act only for a proper purpose in pursuit of those best interests and must not use their position, or information obtained because of their position, to gain advantage either for themselves or someone else, or to cause detriment to the Society or another.

In addition, Board Members must be able to demonstrate that their decisions have been made "at arms length". Board Members must disclose any material personal interest, including but not limited to any direct or indirect pecuniary interest, in a matter that relates to the affairs of the Society. A Board Member must not be present or vote on a matter in which they have a material personal interest unless they have the informed consent of the other Board Members.

The Society's Code of Conduct

The following Society Code of Conduct incorporates the above provisions and sets out other Society specific standards.

Board Members and the Executive:

1. must exercise their powers and discharge their duties of office in good faith and in the best interests of the Society;
2. have a duty to use due care and diligence in fulfilling the functions of office and exercising the powers attached to that office;
3. must use the powers of office for a proper purpose, in the best interests of the Society as a whole;
4. must recognise that their primary responsibility is to the Society's members. Other key stakeholders include non-members from multidisciplinary health teams, patients and their families;
5. must not make improper use of information acquired;
6. must not take improper advantage of their position;
7. must disclose material personal interests;
8. must not allow personal interests, or the interests of any associated person, to conflict with the interests of the Society;
9. have an obligation to act independently in judgement and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Society;
10. must not permit classified or sensitive information received in the course of their duties to be disclosed, unless that disclosure has been authorised by the organisation, or the person from whom the information is provided, or is required by law;
11. should not engage in conduct likely to bring discredit upon the Society;
12. have an obligation, at all times, to comply with the spirit, as well as the letter, of the law and with the principles of this Code; and
13. must when leaving the Society Board or Executive are obliged to return all Society documents and records in their possession. For documents and records stored on a computer, all such documents and records must be deleted as soon as practicable after their appointment ceases.

SECTION 10 - CONFLICT OF INTEREST

Board and Executive Members of the Society must pay particular attention not only to their conduct in accordance with *the Constitution*, but also the perceptions in others that arise from this conduct.

Board and Executive Members are in a position where their duties may expose them to the potential criticism based on perceived bias or favouritism in carrying out the Society's functions.

Accusations of bias in the execution of obligations and duties, no matter how unfounded, have the potential to damage the reputation and integrity of the Society. If a Board or Executive Member of the Society is uncertain in relation to whether a particular situation may, or may be seen to, give rise to a conflict of interest, they should immediately seek clarification and advice from the President or the Vice President.

Instances where a conflict of interest may arise

Within the Society a conflict of interest may arise in the following situations:

- the direct involvement of a Board or Executive Member in any issue being considered or about to be considered by the Society;
- membership or involvement by a Board or Executive Member in a company or business enterprise that will be affected by the Society carrying out its functions;
- ownership of shares by a Board or Executive Member in a company that could be affected currently, or if the future of the company will be significantly affected by the Society carrying out its functions;
- any other personal, financial or supervisory interest that will be significantly affected by the Society carrying out its functions; and
- where a person with whom a Board or Executive Member has a close personal association (for example, a spouse, partner or immediate family member or a personal friend) has such involvement of the type specified above.

Disclosures and Declarations

Board and Executive Members will make a verbal declaration of any conflict of interest against the meeting agenda items at the commencement of each meeting. The result of the declarations will be recorded in the minutes.

Board and Executive Members must not be present nor vote when matters in which they have a material personal interest are being considered, unless they have made the appropriate disclosure and the other Board or Executive Members have given their informed consent to the member's continued participation in the Society's deliberations.

Disclosure of such interests may be given by a standing notice or may be provided on an issue-specific basis. Where standing notice is given, extreme caution must be exercised to ensure that the notice is updated whenever the nature and extent of a disclosed interest materially increases, and that the notice is given to any newly appointed Board or Executive Member. The nature and extent of the personal interest revealed by either form of disclosure must be recorded in the minutes.

Annual Review Procedures

In addition to, and not in place of, the disclosure and declaration provisions set out above, Board and Executive Members are required to complete the following documents annually to assist the Society in promoting good governance:

1. Personal Interest - Annual Standing Notice ([Appendix A](#)). This notice is to help Board and Executive Members think about all relationships that could give rise to a possible conflict. It provides an opportunity to let their colleagues know about these potential issues so they can help manage any possible future conflicts.
2. Material Personal Interest - Affirmation Statement ([Appendix B](#)). This notice is a direct statement that the Board or Executive Member has no current material personal interest and that none existed in the period since the individual last made such a statement. It also confirms the Board and Executive Member's obligation to advise others if a conflict arises.

Board and Executive Members will submit their signed 'Annual Standing Notice' and 'Conflict of Interest Affirmation Statement' to the President of the Society.

These statements will be tabled at the first Society meeting of each Society Reporting year and will be recorded in the minutes of that meeting.

Immediate Notification of Conflict Procedure

Board and Executive Members must disclose to the other Society Board and Executive Members a material personal interest, which relates to the affairs of the Society. The notice must be given at a Society Board or Executive meeting or as soon as practicable after the Member becomes aware of the interest, and the nature and extent of the interest and its relation to the affairs of the Society must be recorded in the minutes of the meeting.

In addition, the Society requires that Board and Executive Members are to formally declare to the President as soon as any potential or actual conflict of interest arises. Such declarations will be either circulated out-of-session to Board members or tabled at the next Society Board meeting and must be recorded in the meeting record.

If a Society Board or Executive Member becomes aware of a potential conflict of interest during discussions in a meeting, he or she must declare it verbally in the meeting to the Chair or presiding Chair. Such declarations will be recorded in the meeting record.

Voting

Board and Executive Members must not be present during discussion, nor take part in any decision making processes, regarding any matter in which they have an interest unless prior approval has been granted by the other Board or Executive Members for participation by that person. Records of meetings should always record any actual or potential conflict of interest issues as they arise.

A formal resolution must be passed by the remaining Board or Executive Members to permit the continued participation or voting of a Board or Executive Member who has identified a material personal interest. Information or clarification may be

sought from the Board or Executive Member concerned before final consideration of that resolution.

Other actions

Reports and related written material on the Society's activities should not be passed to Board or Executive Members who have declared a material personal interest relating to that material.

Rulings

It is recognised that there are degrees of conflict of interest. In the case of Board or Executive Members the vote of the remaining Board and Executive Members prevails.

SECTION 11 - STRATEGY SETTING

For the Society to achieve the agreed objectives it is important that a clear and documented corporate and business strategy be developed.

The Society will ensure that:

- The objectives of the Society are clearly documented in a long-term strategic plan (five year maximum, updated periodically). The plan should include achievable and measurable performance targets and milestones.
- The strategic plan is provided to the Board and Executive Members, and they are advised of any significant changes to the plan.
- The Board and Executive Members prepare annual budget estimates that may involve approving or rejecting a budget developed by TAS to achieve the agreed strategy.
- Plans incorporate the organisation's vision and strategic plan along with historical financial information to determine the future objectives, measures, targets and initiatives of the organisation.
- Effective integration of planned activity with the Society's Strategic Plan, be cascaded to Annual Operational Plans (AOP).

SECTION 12 - STAKEHOLDER MANAGEMENT

The Society has a wide range of stakeholders with an interest in the Society's operations. The interest represented by these stakeholders can be disparate, to the point where they can be in conflict with one another. As such, stakeholder management is a key aspect of risk management. As a consequence, governance arrangements should ensure that the legitimate interests of stakeholders are properly and appropriately considered.

The Society's Corporate Governance Charter provides reporting requirements to stakeholders, which are at [Section 16](#) '*Financial and Operational Reporting*'.

Internal Stakeholders

Internal stakeholders include all Society members. The Society has mechanisms in place that enables feedback from Members to TAS. Other mechanisms include opportunities during normal business activities to ask the views of Board and Executive Members that come into contact with the Society's Members from time to time.

External Stakeholders

A selection of the Society's external stakeholders views are represented through a range of consultative processes that allow their views to be heard by the Society, without their sitting on any Society boards or committees.

Key stakeholders with which Society has regular contact include, but are not restricted to:

- Society members
- Beyond Five
- Cancer Council Australia
- Cancer Society New Zealand
- Cancer Institute Australia
- Clinical Oncology Society of Australia
- Head and Neck Cancer New Zealand
- New Zealand Society of Oncology
- The Swallows
- Ministers and Assistant Ministers including their staff (Australia and New Zealand)
- Other Parliamentarians (Australia and New Zealand)
- Australian Government Department of Health
- New Zealand Ministry of Health.

The Society will ensure that:

- Appropriate communication strategies and plans are in place to manage external and internal stakeholders throughout the organisation.
- Effective implementation, use and maintenance of information technology to implement communication strategies.
- Effective performance management and information systems are maintained including professional development and staff appraisal processes.

SECTION 13 - PUBLIC SPEAKING

From time to time, Board and Executive Members of the Society may choose or be invited to publicly speak in their professional or expert capacity on matters of public interest.

As part of the Society's wider commitment to the dissemination of knowledge and participation in public discourse, members of the Society are encouraged to participate in public debate on issues of professional and public concern.

The views of concerned and informed individuals are an essential contribution to public debate. However, there is a diversity of opinions on most issues and it should not be assumed that individually held opinions are shared by all members of the Society.

Careful consideration should be given, therefore, to avoid the use of the Society's affiliation in public speeches in a manner which implies that collegiate agreement with a particular view has been established where it has not.

This policy applies to public speaking engagements delivered by Society Board and Executive Members.

Policy - Public Speaking on behalf of the Society

Views which are attributed to the Society as a whole can only be made if the Society has an agreed policy on the topic being presented. Instances where the Society does not have an agreed policy and members are invited to make public statements in their area of professional expertise they should use their position title and attribute their comments as personal.

Policy - Public Speaking made in an area of Professional Expertise

1. A member wishing to publicly speak may use their title and the Society's name but it is their responsibility to make clear that the views expressed are their own and not necessarily those of the Society.
2. When making public statements in an area of professional expertise, members should use their professional title and not their Society position or membership.
3. Individual members of the Society wishing to participate in matters of professional or public debate on behalf of a group of colleagues should have previously been granted approval to do so after collegiate agreement on those views has been reached by a clearly established and mutually agreed process. When these views are presented by a member of the Society, care should be taken to attribute them to the particular group which that member represents.
4. For example, a member who publicly speaks on behalf of a group of colleagues may use the Society's name but it is their responsibility to issue an appropriate statement that the views expressed are those of the particular group and not necessarily those of the Society.

SECTION 14 - INTERACTION WITH THE MEDIA

Society Board and Executive Members must adhere to the following policy when they interact with the media. Interaction with the media in a not-for-profit context requires careful attention to a range of factors, in particular, political and cultural sensitivity. As the Society represents a diverse range of members the positive management of this interaction is in the best interest of all.

This policy applies to comments in the media and views in letters to the press, or in books, journals, or notices, where it might be expected that the publication or circulation of comments will spread to the community at large.

Policy

1. Only authorised spokespersons are to represent the Society in media statements. This is to reduce the risk of adverse publicity due to inaccurate or inappropriate sharing of information. The number of authorised spokespersons shall be limited, in the first instance, to the President.
2. When a Society member is approached by the media to conduct an interview/story, etc., on behalf of the Society, the President should be contacted immediately, to provide a statement or the like and determine an appropriate spokesperson.
3. Society members should refrain from representing themselves as spokespersons for the Society unless authorised to do so. Official statements in the name of the Society must be authorised by the President.
4. The Society's authorised spokespersons will speak on all matters relating to its primary objective, operations and to promote the Society's reputation in the community.
5. It is not acceptable for Society members to engage with the media in any activity or comment that is designed to bring the Society into disrepute.
6. Media statements should be politically unbiased as the Society is a diverse community and represents many members and viewpoints.
7. Where possible, any written text should be cleared by the President, i.e., formally through a press release. This provides a safe guard for accuracy, consistency of details and the Society activities to be promoted.
8. When media crews approach the Society for coverage, an agreement should be reached to mention the Society by name and its objective.

SECTION 15 - RISK MANAGEMENT

Risk management establishes a process of identifying, analysing and treating risks, which could prevent the Society from effectively achieving its business objectives.

Society Board and Executive Members have ultimate responsibility for determining the major risks to the organisation, setting acceptable levels for these risks and ensuring that senior management takes the necessary steps to detect, measure, monitor and control these risks. Therefore, Board and Executive Members need to satisfy themselves that there are appropriate risk management systems and processes in place to identify and manage risks. Such systems may include the Society submitting itself to periodic external and internal risk reviews.

The Society will maintain a risk management plan which will be reviewed by the Audit and Risk Committee every month. The plan will then be submitted to the Board and Executive for consideration every six months.

The Society will ensure that:

- Links are established between risks/returns and impacts on resourcing priorities.
- Appropriate control structures are in place to monitor and manage risk throughout the organisation by developing sound risk management, which covers activities as diverse as reviews of operating performance.
- Effective implementation, use and maintenance of information technology, including management information systems.
- Appropriate competition and contestability processes are maintained in particular contracting out and outsourcing services.
- Appropriate delegations are set and reconciliation of accounts are adhered to including appropriate segregation of duties.
- A key input into Risk Management control is the development of fraud control processes.

Whistleblowing Statement

The Society is committed to the highest standards of legal, ethical and moral behaviour and encourages Board or Executive Members, and others to report suspected or actual occurrence(s) of illegal, unethical or inappropriate behaviours or practices (i.e. wrongdoing) without retribution. Consequently, the Society supports the following principles:

- A Whistleblower will not receive any retaliation or retribution for a report that was provided in good faith i.e. not done primarily with malice to damage another person or the organisation.
- Making a report may not protect the Whistleblower from the consequences flowing from involvement in the wrongdoing itself.
- A Whistleblower who makes an allegation found to have been made maliciously, or knowingly to be false, will be subject to disciplinary action which may include termination or other legal means to protect the reputation of the organisation and staff.
- Anyone who retaliates against a Whistleblower, who reported an event in good faith, will be subject to disciplinary action which may include termination.

The process for Whistleblower's to report a suspected or actual wrongdoing follows:

1. A Whistleblower should promptly report the suspected or actual wrongdoing to the President. This can be done with his/her identity or anonymously.
2. If a Whistleblower is a Board or Executive Member and the President is implicated, the member must report his/her concerns to the President in the first instance. If the Whistleblower then feels the wrong-doing is not effectively or fairly addressed by the President, the concerns should be raised with the Vice President.
3. A Whistleblower who is not a Board or Executive Member should report the suspected or actual wrongdoing directly to the President or, to the Vice President if the President is implicated. This can be done with his/her identity or anonymously.
4. A report must be treated as confidential and promptly acted upon to investigate and resolve the issue. The President, or the Vice President if the President is implicated, must be informed immediately of the report. The investigation must be conducted in accordance with the principles of fairness and natural justice. A report can only be investigated if there is sufficient information to form a reasonable basis for investigation.
5. The investigator is appointed by the President and may be internal or external to the Society. The investigator must have investigation experience.
6. A report on the investigation, disposition or resolution of the issue should be completed within 10 working days of the initial report and then provided to the Whistleblower, (unless reported anonymously), including where the investigation has been unable to substantiate the allegations.
7. The investigator shall ensure that the identification of the Whistleblower, if known, shall remain confidential.

This statement is in addition to internal disputes procedures outlined in *the Constitution* and does not replace other procedures such as those for dispute resolution, discrimination or matters relating to workplace bullying or harassment.

SECTION 16 - FINANCIAL AND OPERATIONAL REPORTING

Effective reporting is fundamental to the Board and Executive Members' ability to monitor the activities of the Society, the performance of management and the achievement of the objectives of the organisation.

The Board and Executive Members will be presented with comprehensive, regular, reliable, timely and relevant information in a form, and of a quality, that is appropriate to discharge its function of monitoring corporate performance. This includes unlimited access to TAS staff.

The Society must pay all money received by it into a bank account and may invest surplus money only in specified manners determined by the Board and Executive Members.

Proper accounting records enabling financial statements and financial audits are kept, and they will be accessible for inspection by Board Members and will be retained for 7 years.

The Society may establish an Audit and Risk Committee and invite an independent Auditor to provide professional auditing services to the Society.

The Board and Executive Members will develop an annual report including:

- a report of operations;
- financial statements prepared in accordance with the Australian Accounting Standards and *the Act 2001*, stating that they give a true and fair view of the matters required to be included; and
- an Auditor's report on those financial statements.

The annual report is an important accountability mechanism to the Society's primary stakeholders – its members. The Society will present its annual report to Society members at the Annual General Meeting and then upload a copy onto the Society website.

The Society will ensure that:

- Appropriate and clearly defined performance measures, financial and non-financial, are established which enable the efficiency and effectiveness of the organisation to be assessed.
- Reporting is tailored to the particular levels of responsibility so that, for example, Board and Executive Members are provided with high level data for decision purposes and management with sufficient detail for control purposes.
- The reports are sufficient to communicate the required information but not as extensive and detailed as to hamper comprehension of the key issues. Where possible, information should be in tabular form and/or graphical presentations to aid comprehension.
- Financial information will be prepared using an accrual accounting system and include year to date actual and budget, full year budget and full year forecast. A written explanation is provided for material variances to budget.
- Such reports are provided to each Audit and Risk Committee meeting and Society Board and Executive Member meetings.

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- Reports are made available to the above mentioned meetings in sufficient time to allow informed decisions.
 - In addition to the formal meeting reports, the Board and Executive Members can be briefed regularly by TAS staff who are also available for any questions that arise.
 - An environment of open communication in which good and bad news is readily shared with the Board and Executive Members is maintained.
 - Reporting includes implementation status reports to monitor the progress of all significant Society approved initiatives.
 - The Board and Executive Members have strategic financial responsibility. This approach ensures effective financial management practices, including the provision of high quality information and advice, to assist the Board and Executive Member's decision making process. The Society's accountants may also attend Board and Executive Member meetings where financial matters are being discussed.

SECTION 17 - MONITORING BOARD MEMBERS' PERFORMANCE

The Society Board and Executive Members are responsible and ultimately accountable for the performance of the organisation and accordingly they should monitor its own performance to ensure that it adds value and is operating efficiently and effectively in accordance with its obligations and the evolving situation of the Society.

Board and Executive Members will be provided with sufficient relevant and reliable information to enable its stewardship of the Society to be independently assessed and allow those with an important relationship with it to take informed decisions concerning that relationship.

The Society requires that:

- Board and Executive Members adopt the Society's Corporate Governance Charter and principles and regularly evaluate them.
- The Society's performance should be periodically assessed using various tools designed to assist Board and Executive Members to assess the strengths and weaknesses of the Society's current governance framework and performance. Other assessments may also include external reviews.
- Board and Executive Members should establish an appropriate mechanism for evaluating the results of assessments.

Monitoring Framework

Board and Executive Members are required to meet to undertake the following tasks:

1. To implement the framework to monitor the Society's performance.
2. To review the balance between performance and conformance activities of the Society and suggest ways in which any imbalance might be addressed.
3. To review and monitor the code of conduct for the Society Board and Executive Members.
4. To review the corporate governance, liability, and consultation issues associated with Society committees, including their relationship with the Society, and to suggest ways to overcome any recognised deficiencies.
5. To consider as an ongoing activity the quality assurance/continuous improvement of the Society operations, against the essential elements of effective governance.

Assessment and Evaluation Procedure

A framework to monitor Board and Executive Members' performance questionnaire may be developed and comprise a checklist to be completed by Board and Executive Members to assist in evaluating the Society's accomplishments. The checklist should be completed and reviewed by the Board and Executive Members on either a group or an individual basis. It may be appropriate, from time to time, to use an independent facilitator to assist in this review and evaluation process.

The review and evaluation of the Society's performance should be undertaken on an annual basis, normally at the last Board and Executive Members meeting of the Society's financial year.

A report outlining the findings of the review and evaluation will be tabled at the next Board and Executive Members meeting for discussion.

The completed questionnaire and any decisions taken in respect of the evaluation are to be recorded in the minutes of that meeting.

SECTION 18 - EXECUTIVE COMMITTEE CHARTER

The Society Executive operates within the context of *the Constitution*. The Society's Corporate Governance Charter also applies to the members of the Executive Committee.

The Executive Committee is a standing committee and provides a forum for member contribution towards policy development, long term strategic directions, activities and priorities of the Society.

The Society will ensure that:

- The Executive Committee has a charter which outlines its role and responsibilities, including:
 - composition/membership;
 - working groups;
 - meeting frequency and core agenda items; and
 - reporting obligations.
- The Executive Committee Members have unlimited access to the Board and to TAS staff.

Role

The Executive Committee provides a major communication link between the Members and the Board.

The Terms of Reference of the Executive Committee will also be determined by the Board and may include such matters as:

- Provide input and advice to the Board on policy and long-term strategic objectives of the Society.
- Provide a convenient and accessible forum in which the view of the Members may be expressed and discussed and to better reflect those views for the Society.
- Make recommendations in respect of matters on which the Board requests that it from time to time advise.
- Meet quarterly to recommend the Company's long-term agenda, for implementation.
- Meet a minimum of four times per year to receive reports from the Board on implementation and provide feedback and consultation to the Board.

Membership

The Executive Committee is comprised of the following members:

- the Board;
- the six Ordinary Members elected in accordance with clause 19 of *the Constitution*;
- the Australian Research Foundation Chairperson;
- up to two Non-Health Professional Executive members at any given time; and
- such other persons appointed by the Executive from time to time.

The Executive Committee Chairperson is the Board President.

The procedure for electing and appointing Members of the Executive Committee is specified in *the Constitution*.

Meetings

The Executive Committee must meet at least 3 times each calendar year. Committee members must attend at least 75% of the Executive meetings convened per annum.

The Committee shall determine who may attend meetings of the Committee. External Society stakeholders and/or TAS staff may be invited to attend meetings when requested by the Committee Chair. The Committee may meet in private session at any time during the year at the discretion of the Committee Chair.

Minutes and Reporting

Minutes are taken of all Executive Committee meetings. Minutes of the previous Committee meeting are considered by Members, as a standing agenda item at each Committee meeting, to ensure they are an accurate record of decisions taken by Members.

Advisory Board

The Board or Executive may establish one or more advisory boards comprising such members as the Board or the Executive thinks fit. A member of an advisory board may, but need not be, a Director.

An advisory board will act in an advisory capacity only and in the exercise of the powers delegated in accordance with clause 24 of *the Constitution*, conform to any direction from the Board or the Executive.

An advisory board may be formed on an “as needed” basis to carry out specific pieces of work such as developing position papers, providing input on government submissions, preparing briefing papers or investigating and reporting to the Board and Executive on a particular topic or issue.

SECTION 19 – AUSTRALIAN RESEARCH FOUNDATION

The Society has established the Australian Research Foundation (the Foundation) and a separate New Zealand Foundation. The Executive of the Society is the Trustee to the Foundation as per *the Constitution*.

Consequently, decisions made by the Foundation Board must be passed through the Executive of the Society for either discussion or noting. For example, decisions for:

- Discussion and formal ratification include those pertaining to, but not limited by:
 - entering into contracts or non-contracted activities with external organisations for the provision of services and fundraising and promotional activities bearing the Society logo.
- Noting include:
 - granting awardees after review by the Foundation Scientific Committee and prior to the distribution of approved research grants and
 - outgoing correspondence bearing the Society logo

The Society will ensure that:

- The Foundation's role and responsibilities will be outlined in the Society's charter, including:
 - composition/membership;
 - meeting frequency and core agenda items; and
 - reporting obligations.
- The Foundation Chair will have unlimited access to the Society President.

Role

The Foundations' role is to improve outcomes of patients affected by cancer in the head and neck by raising funds to support research facilities and researchers to better understand these cancers with the ultimate aim of preventing and curing these diseases.

The Foundation is an approved charitable organisation with the Australian Charity and Not-for-profits Commission.

The Foundation Chairperson is also a member of the Society Executive Committee.

The New Zealand Foundation Chairperson provides an update to the Society Executive at Board meetings as appropriate.

Membership

The Foundation Committee is comprised of the following members:

- the Chair;
- the Deputy Chair
- the Immediate Past President of the ANZHNCS Board
- the Treasurer of the ANZHNCS Board;
- up to 5 Ordinary Members appointed by the nominating Committee of the Society following consultation with the Foundation Board Chair
- up to 2 Non-Health Professional Executive members at any given time;

The procedure for electing and appointing Members of the Australian Research Foundation Executive is that the Nominating committee will call for expressions of interest from the membership for appointment to the Foundation Board. The Nominating committee will take into account the Research and Academic credentials of those that express interest, as well as their specialty and geographic mix. They will consult with the Board Chair and make their recommendations for appointment to any vacancies.

Meetings

The Foundation Committee must meet at least 3 times each calendar year. Committee members must attend at least 75% of the Foundation meetings convened per annum.

The Foundation Committee shall determine who may attend meetings of the Committee. External Society stakeholders and/or TAS staff may be invited to attend meetings when requested by the Foundation Chair. The Committee may meet in private session at any time during the year at the discretion of the Foundation Chair.

Minutes and Reporting

Minutes are taken of all Foundation Committee meetings. Minutes of the previous Committee meeting are considered by Members, as a standing agenda item at each Committee meeting, to ensure they are an accurate record of decisions taken by Members.

SECTION 20 - AUDIT AND RISK COMMITTEE CHARTER

The Society's Audit and Risk Committee operates within the context of *the Constitution*. The Society's Corporate Governance Charter [Section 16](#) '**Financial and Operational Reporting**' provides reporting requirements.

The Committee helps assure accountability in assisting the Society to comply with obligations under *the Constitution* and provides a forum for discussion about compliance, risk management and stakeholder reporting.

The Society will ensure that:

The Audit and Risk Committee:

- Has a charter which outlines its responsibilities, including:
 - management and financial reporting;
 - compliance with laws and regulations;
 - maintenance of an effective audit function (statutory and internal);
 - a suitable risk management and internal control framework;
 - meeting frequency and core agenda items;
 - committee authority; and
 - Member reporting obligations.
- Has unlimited access to external auditors and to TAS staff.
- Meets bi-monthly, usually.
- Approves and monitors policies for reporting, risk management and internal control.
- Is provided with a status report for all recommendations provided by the internal and statutory auditors for which it is agreed action is required. These reports should include accountable officers and implementation dates.

Role

The Audit and Risk Committee helps assure accountability in assisting the Society to comply with obligations under *the Constitution* and in providing a forum for communication.

Against this context, the Committee's Terms of Reference encompass responsibility within the Society to:

- Provide strategic direction on significant corporate issues including major internal and external review activities.
- Monitor the preparation, implementation and recommendation/s resulting from the Society's annual internal audit program.
- Monitor the corporate performance of the Society through the use of a business planning framework, resource allocation, resource management review, and performance monitoring and measurement against budget.
- Ensure a risk management plan is maintained and reviewed every six months. The plan will then be submitted to the Board and Executive Members for consideration.

-
- Ensure efficient corporate governance through monitoring the efficiency and effectiveness of the Society's management controls, accounting systems and report on achievements against performance indicators.
 - Establish and maintain a framework for management accountability within the Society to clearly define responsibilities, powers and accountabilities of managers and staff.
 - Set corporate business policy and service delivery standards.

The Committee Chair (the Honorary Treasurer) is also the Society's Public Officer.

Membership

The Audit and Risk Committee may comprise the following members:

- Honorary Treasurer – Chair;
- Chair's Proxy from the Board;
- A Board or Executive Member with accounting qualifications or financial skills; and
- TAS representative.

Meetings

The Audit and Risk Committee shall determine who may attend meetings of the Committee. The Society's External Auditor and/or TAS staff may be invited to attend meetings when requested by the Committee Chair. The Committee may meet in private session with or without the auditors at any time during the year at the discretion of the Committee Chair.

The Committee, as a standing agenda item at every meeting, will identify if new risks have developed.

Minutes and Reporting

Minutes are taken of all Audit and Risk Committee meetings. Minutes of the previous Committee meeting are considered by Members, as a standing agenda item at each Committee meeting, to ensure they are an accurate record of decisions taken by Members.

The Chair of the Committee will report to the Society's Board and Executive Members on the matters discussed at the Committee meetings and provide recommendations where their review identifies inadequacies and/or inaccuracies.

Periodically and when appropriate the Committee will report to Society's Board and Executive Members on matters falling within the Committee's Terms of Reference.

Authority

In carrying out its responsibilities the Audit and Risk Committee has full authority to investigate all matters that fall within the terms of reference. Accordingly, the Committee may:

- Obtain independent professional advice in the satisfaction of its duties at the cost of the Society.
- Have direct access to the resources and/or information of the Society as it may reasonably require including the External Auditors, TAS staff and external contractors.

The External Auditors shall have direct access to the Committee and shall notify the Chair when such access is desired.

MATERIAL PERSONAL INTEREST

ANNUAL STANDING NOTICE OF INTEREST BY BOARD AND EXECUTIVE MEMBERS

NAME: _____

POSITION: _____

Nature of Interest	Extent of Interest	Relation of Interest to affairs of the Society
1.		
2.		
3.		
4.		
5.		
6.		
7.		
8.		
9.		
10.		

Signed.....

Date.....

MATERIAL PERSONAL INTEREST

AFFIRMATION STATEMENT BY BOARD MEMBERS AND EXECUTIVE MEMBERS

“This is to confirm that I
(print name)

- (do / do not) (**cross out one option**) have a material personal interest in a matter that relates to the affairs of the Society.
- (have / have not) (**cross out one option**) had a material personal interest in a matter that relates to the affairs of the Society since I last completed this affirmation”.

Details of my material personal interest/s are in items 1-3 below.

If any material personal interest should arise, I will immediately advise the President of the nature and extent of the material personal interest and its relation to the affairs of the Society, and comply with the provisions of *the Constitution* with respect to considering and voting on that matter.

1. Nature of Interest

.....
.....

2. Extent of Interest

.....
.....

3. The relation of the Interest to the affairs of the Society

.....
.....

Comments

.....
.....
.....

Signed.....

Date.....