



Governance Charter

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Roles & Responsibilities

1. Role of the Board

- 1.1. The members of the Board [the Directors] of Medical Sexual Assault Clinicians Aotearoa [MEDSAC] are explicitly responsible to MEDSAC stakeholders¹ for the stewardship and future wellbeing of MEDSAC. The Directors are expected to understand the business of MEDSAC and exercise leadership, enterprise, integrity and judgement in directing MEDSAC to provide assurance of its continuing and lasting prosperity. The Board and individual Directors have a duty to act with due care and diligence, in a transparent, responsible and accountable manner, and in the best interests of MEDSAC irrespective of any personal, professional, commercial or other interests, loyalties or affiliations.
- 1.2. The Board is ultimately responsible for the successful operation of MEDSAC, setting strategies and monitoring performance and responding to changing circumstances in the best interests of MEDSAC stakeholders. The role of the Board is to govern rather than manage MEDSAC, determining the policies, practices, and compliance frameworks necessary to achieve MEDSAC objectives. It should endeavour to apply and achieve the highest standards of organisational governance.
- 1.3. Without intending to limit this general role of the Board, the principal functions and responsibilities of governance will include the following:
 - 1.3.1. Representing the collective interests of MEDSAC stakeholders, being aware of their needs, concerns and aspirations, and communicating with them as appropriate regarding the affairs and performance of MEDSAC in an effective and timely manner;
 - 1.3.2. Providing future focused and proactive strategic leadership, approving all organisational plans and budgets and monitoring progress to evaluate management performance;
 - 1.3.3. Determining the nature and function of any Board Committee required to assist the effective discharge of the Board's governance obligations and responsibilities;
 - 1.3.4. Determining the policies and compliance processes and control systems necessary to assure effective operational management of MEDSAC;
 - 1.3.5. Identifying and characterising MEDSAC's principal organisational risks and ensuring that there are adequate mitigation strategies in place to manage those risks;
 - 1.3.6. Appointing and monitoring the performance of the Managers including setting and reviewing performance expectations, approving and reviewing remuneration, and facilitating their professional development;

¹ Stakeholders in this context include patients, members, relevant medical organisations, relevant Government agencies, business partners, funders, sponsors and philanthropic supporters, and MEDSAC staff.

- 1.3.7. Establishing such delegations of authority as are considered necessary for the effective and efficient management of MEDSAC including adequate approval processes for any significant extraordinary transactions;
- 1.3.8. Reviewing and enhancing the performance of the Board;
- 1.3.9. Acting individually and collectively to enhance the reputation of MEDSAC.

2. Board Structure:

- 2.1. The Board consists of not less than five and not more than twelve Directors, comprising the Chair, Deputy Chair, Treasurer, Secretary and eight other Directors, all appointed in accordance with the Rules of MEDSAC².
- 2.2. The Board may directly appoint replacement Directors to fill any Board vacancies and may also from time to time appoint additional temporary Directors for special purposes.
- 2.3. Each Director is appointed for a two-year term and is eligible for reappointment for three subsequent terms³. In making any Director appointments the Board will have due regard to the mix of skills and experience necessary to provide effective governance for MEDSAC.

3. Role of Directors:

- 3.1. The Directors have an obligation to act collectively and in the best interests of MEDSAC to assure its success. In particular individual Directors have the following obligations and responsibilities:
 - 3.1.1. To be aware of their governance obligations and act in accordance with the attached Code of Conduct, which expects high ethical standards and integrity in their personal and professional dealings and fulfilling their fiduciary duty to act in MEDSAC's best interest at all times regardless of personal position, circumstances or affiliation.
 - 3.1.2. To disclose in a timely manner any actual or potential conflicts of interest which may exist or might be thought to reasonably exist between their interests or any associated party's interest and the interests of any other party in carrying out the activities of MEDSAC and to remove any such conflict as determined by the Board.
 - 3.1.3. To ensure that any related party transaction between them or any of their associated parties and MEDSAC is notified in writing to MEDSAC in a timely manner.
 - 3.1.4. To possess the relevant skills, experience and motivation to make a significant and particular contribution to the Board's governance role.

² Refer Rule 8

³ Refer Rule 8(b)

- 3.1.5. To contribute effectively to the strategic direction of MEDSAC by being future oriented and focussing on strategic issues rather than operational detail. Directors should have a good understanding of MEDSAC and its operating and regulatory environment, an ability to take a conceptual view and synthesise complex information and ideas.
- 3.1.6. To participate effectively in Board activities, preparing effectively for and attending on and contributing in a forthright and business manner to all Board meetings, making all necessary enquiry and providing considered and constructive questioning, comment and independent advice in a manner which encourages and respects a diversity of opinions and views and adds value to the Board's deliberations.
- 3.1.7. To actively foster the development of MEDSAC by effectively representing and profiling MEDSAC to its stakeholders and to reasonably assist the Board and management to action agreed strategies and initiatives
- 3.1.8. To respect the confidentiality of all Board discussions and deliberations and confidential information and accept and respect the collective decision-making processes of the Board by supporting the spirit and letter of all Board decisions in any discussions with third parties.

4. Role of the Chair:

The Chair will:

- 4.1. Establish, in consultation with the Manager Finance, the agenda for all Board meetings and chair all Board meetings provided that in her or his absence the Deputy Chair or in his or her absence a Director elected by the Board will chair the meeting.
- 4.2. Be an ex-officio member of all Board Committees.
- 4.3. Be the official spokesperson for MEDSAC unless otherwise agreed with the Board from time to time or concerning specific matters.
- 4.4. Be the primary point of contact between the Board and the Managers in respect of matters relating to employment.
- 4.5. Be kept fully informed by the Directors of all matters that may be of interest to the Board; and conduct regular reviews with the Committee Chairs and other Directors as appropriate regarding progress on important initiatives and significant issues facing MEDSAC.
- 4.6. Coordinate the Manager's performance development and evaluation process in collaboration with the Committee Chairs;
- 4.7. Lead the annual process of the Board's performance review and evaluation.

5. The Role of the Deputy Chair:

- 5.1. The Deputy Chair will deputise for the Chair in his or her absence performing all or any of the above roles of the Chair except, without the express agreement of the Chair, the Manager performance development remuneration reviews, or the review of Board's performance.

6. The Role of the Treasurer:

The Treasurer will:

- 6.1. Act as the financial advisor to the Board.
- 6.2. Ensure, in collaboration with the Manager Finance, that MEDSAC establishes and maintains proper and accurate accounting records to enable the timely preparation of true and fair accounts and facilitate those accounts to be properly and conveniently audited⁴.
- 6.3. Ensure, in consultation with the Manager Finance and the Governance Committee of the Board, that MEDSAC establish and maintain financial management policies and accounting practices in accordance with relevant regulations and best practice standards.
- 6.4. Assist the Manager Finance to manage MEDSAC's financial reporting and compliance function.

7. The Role of The Secretary

The Secretary will:

- 7.1. Act as the secretary and legal advisor to the Board.
- 7.2. Ensure, in consultation with the Manager Finance and the Governance Committee of the Board, that MEDSAC establishes and maintains
 - 7.2.1. Proper and accurate statutory records in accordance with relevant legislation and regulations.
 - 7.2.2. Effective governance policies and practices in accordance with relevant regulations and best practice standards.
- 7.3. Assist the Manager Finance to manage MEDSAC's statutory reporting and compliance functions and to deal appropriately with any legal matters.

⁴ Refer Rule 9c

8. The Role of the Managers:

- 8.1. The Managers⁵ are appointed by the Board and are jointly responsible, in collaboration with their Committee Chairs for achieving the objectives, goals and outcomes as defined in the Strategic Agenda⁶ and related budgets, policies, programs, projects and other MEDSAC initiatives approved by the Board from time to time.
- 8.2. The specific responsibilities of the Managers include the following:
 - 8.2.1. Assisting the Board to establish the Strategic Agenda parameters [Refer clause 12].
 - 8.2.2. Collaborating with the Board, Board Committees and MEDSAC staff to develop and implement relevant action plans, programs, projects and initiatives and performance monitoring systems to ensure delivery of the Strategic Agenda outcomes.
 - 8.2.3. Providing enabling enterprise leadership and effective business management, which is outcome focussed and service oriented and encouraging the development of a positive and ethical culture of pro-activity, teamwork, co-operation, and professionalism.
 - 8.2.4. Establishing, in collaboration with the Governance Committee, effective management and operating structures.
 - 8.2.5. Conferring with the Governance Committee to establish the terms and conditions of appointment of direct report staff, implementing those appointments and assuming responsibility for the effective performance development of all reporting staff.
 - 8.2.6. Assuming day to day responsibility for the effective management of MEDSAC's business operations and service delivery and compliance activities including ensuring compliance with all relevant regulatory frameworks and managing MEDSAC's organisational risks.
 - 8.2.7. Ensuring a safe and productive workplace for all MEDSAC staff and contractors.
 - 8.2.8. In consultation with the Board Chair and Committee Chairs, providing relevant and timely information to the Board and Committees and facilitating all Board meetings, Board Committee meetings and statutory meetings of MEDSAC, including all relevant reporting and record keeping, and generally assisting the Board in the discharge of its governance obligations and responsibilities.
 - 8.2.9. Performing such other specific duties as specified in any contract of employment, or related performance agreement, or as reasonably required by the Board Chair, Board or Committee Chairs from time to time.

⁵ *Managers Finance, Education, Clinical Services, Membership & Administration, Information & Communication*

⁶ *Strategic Agenda is the title of MEDSAC's strategic business plan – agenda reflects the 'emergent and living' nature of the plan*

Board Process

9. Board Meetings

- 9.1. Board meetings are a fundamental governance process and provide a critical opportunity for Directors to obtain and exchange information with MEDSAC management team and with each other; brainstorm about opportunities; assess issues and challenges; review performance, goals and strategies; exercise delegations and make decisions.
- 9.2. The following processes are relevant to these meetings:
- 9.2.1. The Board meetings will be structured to focus on the future and deal primarily with matters of governance level significance subject to the need to monitor MEDSAC strategic and operational performance and compliance activities. The meeting agenda and reports will be prepared to support this focus;
- 9.2.2. Board meetings will be held at least four times a year and require a quorum of at least 50% of Directors⁷ to make decisions. The Chair or any three Directors may request a special Board meeting at any time. Directors calling a special meeting of the Board should advise the subject matter of the meeting provide a minimum of 5 days notice of the meeting;
- 9.2.3. The Board meeting agenda will be prepared and circulated at least five working days prior to the meeting with the following information attachments:
- Statutory Matters (minutes of last meeting, matters arising therefrom, significant correspondence)
 - Operational activities requiring Board approval
 - Board Committee submissions and plan performance reports
 - Manager reports on operational performance.
 - Board committee and working party reports
 - Special reports
 - General Business
- 9.2.4. Board minutes, which will be in a format that highlights decisions made [in the form of resolutions approved] and actions required or outstanding, will be circulated for approval within five days of the meeting;
- 9.2.5. The Board will maintain and circulate to members a twelve-month rolling calendar of all Board meetings and events.

⁷ Refer Rule 9b

10. Board Committees

- 10.1. The Board will have the following five Board Committees⁸ all of which shall have terms of reference approved by the Board and their Chair and members appointed by the Board:
- 10.1.1. Governance Committee;
 - 10.1.2. Information & Communication Committee;
 - 10.1.3. Membership Committee;
 - 10.1.4. Education & Training Committee;
 - 10.1.5. Clinical Services Committee; and
- 10.2. Each Board Committee must have a minimum of two Directors as members and the Chair must be a Director.
- 10.3. All Directors are expected to serve on at least one Board Committee
- 10.4. Subject to the approval of the Board, Board Committees can appoint additional advisory members to assist them with the discharge of their obligations and responsibilities. An advisory member:
- 10.4.1. Does not have any of the duties, powers or obligations of a Director;
 - 10.4.2. May be appointed for a two-year term and is eligible for reappointment for one subsequent term;
 - 10.4.3. Can be retired at the pleasure of the Board;
 - 10.4.4. Is entitled to participate as a full member of the committee provided that they cannot vote on any resolution that involves the exercise of an Board delegated authority;
 - 10.4.5. Is expected to act in accordance with the attached Code of Conduct, which expects high ethical standards and integrity in their personal and professional dealings and to act in MEDSAC's best interest at all times regardless of personal position, circumstances or affiliation.
- 10.5. Except where authority has been specifically delegated in the MEDSAC Delegations Framework, or the Committee Terms of Reference, or is implicit as a Committee responsibility within the Strategic Agenda, Committees have no authority to make decisions on behalf of the Board.
- 10.6. The **Governance Committee**, which will include the Chair, Deputy Chair, Treasurer and Secretary as members, and is supported by the Manager Finance, is responsible for:
- 10.6.1. Working collaboratively with the Board to review and maintain MEDSAC's governance arrangements as defined in the Rules of MEDSAC and this Charter;

⁸ Refer Rule 12

- 10.6.2. Providing assurance to the Board in respect of the integrity of financial management including the effectiveness of management and internal control and compliance frameworks, practices and reporting and financial policies, practices and reporting;
 - 10.6.3. Developing with the Manager Finance, and monitoring on behalf of the Board, the MEDSAC risk management policies, practices and reporting [Refer Clause 16];
 - 10.6.4. Overseeing and appraising the focus and quality of the external audit and any internal audit projects as required;
 - 10.6.5. Managing, in consultation with the Chair and relevant Committee Chairs, the employment of the Managers including their appointment and remuneration;
 - 10.6.6. Developing and monitoring, in consultation with the Board and the Managers, the Strategic Agenda including the associated financial and risk management plans;
 - 10.6.7. Developing and implementing MEDSAC's funding plan [grants, sponsorship and philanthropy] as an integrated element of the MEDSAC Strategic Agenda;
 - 10.6.8. Facilitating, in collaboration with the Information & Communication Committee and the Manager Membership & Administration to facilitate the development and maintenance of a reliable and secure MEDSAC technology platform;
 - 10.6.9. Facilitating the annual performance review of the Board [collectively and individually] and Board Committees.
 - 10.6.10. Taking responsibility for the achievement of Governance Committee outcomes as defined in the Strategic Agenda.
- 10.7. The **Information & Communication Committee**, which is supported by the Manager Information & Communication, is responsible for working with the Board to:
- 10.7.1. Develop and implement MEDSAC's communications plan as an integrated element of the MEDSAC Strategic Agenda;
 - 10.7.2. Assume responsibility, in collaboration with the Board, for the management of the MEDSAC brand;
 - 10.7.3. Manage MEDSAC's digital presence (website and social media platforms) including the integration of the SAATS-Link;
 - 10.7.4. Develop and maintain the MEDSAC Manual including providing appropriate member access;
 - 10.7.5. Manage MEDSAC Newsletters, Journal Club and Clinical Updates including the timely development and publication of relevant information, articles and updates;
 - 10.7.6. Manage the MEDSAC library and knowledgebase including, as far as practicable, providing cost effective member on-line access to relevant journals and publications;

- 10.7.7. Develop, implement and maintain a secure, anonymised national database of SAATS service outcomes and relevant statistical data (SAATSdata);
 - 10.7.8. Recommend relevant research projects and facilitate the effective management of those projects;
 - 10.7.9. Take responsibility for the achievement of Information & Communication Committee outcomes as defined in the Strategic Agenda.
- 10.8. The **Membership Committee**, which is supported by the Manager Membership is responsible for working with the Board to:
- 10.8.1. Develop and maintain the MEDSAC membership policies and practices including membership requirements, admission and retirement processes, continuing education requirements and membership information systems and access policies;
 - 10.8.2. Manage the membership admissions and retirement processes and any related peer review processes on behalf of the Board;
 - 10.8.3. Advise the Board on all matters relating to MEDSAC membership including recommending membership fees for Board approval;
 - 10.8.4. Collaborate with the Information & Communication Committee to integrate, enable and support SAATS-Link membership and manage member access to MEDSAC information resources;
 - 10.8.5. Take responsibility for the achievement of Membership Committee outcomes as defined in the Strategic Agenda.
- 10.9. The **Education & Training Committee**, which is supported by The Manager Education, is responsible for working with the Board to:
- 10.9.1. Develop and maintain MEDSAC education and training curriculum (face-to-face, on-line, and digital media) including the development of related course material and recommending appropriate education and training fees and timetables to the Board;
 - 10.9.2. Manage the annual update conference and the provision of appropriate on-line training and education workshops or forums;
 - 10.9.3. Implement an appropriate quality assurance framework to ensure that MEDSAC education and training programs reflect current best practice in content and delivery;
 - 10.9.4. Manage MEDSAC's education events including any visiting speaker programs;
 - 10.9.5. Manage MEDSAC's sexual violence prevention (education) programs including the family and intimate partner violence education program;
 - 10.9.6. Take responsibility for the achievement of Education & Training Committee outcomes as defined in the Strategic Agenda.
- 10.10. The **Clinical Services Committee**, which is supported by The Manager Education & Services, is responsible for working with the Board to:

- 10.10.1. Develop and maintain, in collaboration with appropriate Government agencies, the specification of Sexual Assault/Abuse Treatment Services (SAATS), and the service delivery framework;
- 10.10.2. Consider and recommend to the Board any necessary changes in the SAATS specification, delivery frameworks and/or service pricing;
- 10.10.3. Develop and maintain, in collaboration with relevant Government agencies, the specification of Sexual Assault/Abuse Medico-legal Services (SAAMS) and the service delivery framework.
- 10.10.4. Consider and recommend to the Board any necessary changes in the SAAMS policies or practices, delivery frameworks and/or service pricing;
- 10.10.5. Develop and maintain a network of suitably qualified and experienced clinicians who can provide peer review and support to clinicians engaged in the delivery of SAAMS – the Medical Expert Review Group (MERG) Network;
- 10.10.6. Provide peer review and expert advisory services for MEDSAC members as agreed with the Board;
- 10.10.7. Take responsibility for the achievement of MEDSAC Clinical Services Committee outcomes as defined in the Strategic Agenda

11. Conflicts of Interest

- 11.1. Directors have an obligation in respect of this Charter and the attached Code of Conduct to declare all interests that could result in a perceived or actual conflict between personal⁹ and organisational interests. The Board has agreed the following process for the management of any conflicts of interest.
- 11.2. Any business or personal matter which could lead to a conflict of interest of a material nature involving a Director and her or his role and relationship with MEDSAC must be:
 - 11.2.1. Declared by the Director to the Chair or the Board at the earliest time after the conflict is identified;
 - 11.2.2. Reported to the first Board meeting following the date of declaration and recorded in the minutes of the Board meeting.
- 11.3. Any Director, aware of any real or potential conflict of interest of another Director, has a responsibility to notify the Board at the earliest time they became aware of the conflict.
- 11.4. The Board will determine whether or not the conflict is of a material nature and shall advise the Director accordingly.
- 11.5. Where the Board determine that an identified, declared or minuted conflict of interest is of material benefit to the personal or organisational interest of a Director, then:
 - 11.5.1. The Director shall not vote on any resolution relating to that conflict;

⁹ **Personal interests** are defined to include the interest of any persons or organisations with which the Director is closely affiliated.

- 11.5.2. The Director shall only remain present during the discussion of the conflict with Board approval;
- 11.5.3. The Board will determine what records and other documentation relating to the conflict will be available to the Board member; and
- 11.5.4. All such occurrences will be duly minuted.

Board Functions & Accountabilities

12. Strategy Formulation

- 12.1. The Board has the ultimate responsibility for the strategic leadership of MEDSAC and should be fully involved with management in the development of a Strategic Agenda, which clearly articulates the longer-term future direction for MEDSAC, defines the key strategies and outcomes required.
- 12.2. The Board's involvement in the planning process should include significant participation in the following activities:
 - 12.2.1. A critical review and evaluation of MEDSAC's current situation including the identification of all relevant trends and issues and establishing the broad framework within which the Strategic Agenda will be prepared;
 - 12.2.2. Active participation with the Managers in setting the Strategic Agenda parameters by agreeing the overall direction and focus of MEDSAC, identifying the key strategic goals and related strategies and relevant performance measures;
 - 12.2.3. Approval of the resulting documented Strategic Agenda including action strategies, performance measures, and resource requirements including all operating and capital budget commitments.

13. Monitoring Performance

- 13.1. A fundamental responsibility of the Board is to monitor MEDSAC's performance in achieving its planned objectives and in complying with its regulatory and other compliance frameworks. To discharge this responsibility the Board should establish and monitor a range of relevant key performance indicators that reflect the Strategic Agenda focus and agreed outcomes. Those indicators should typically include the following:
 - 13.1.1. Financial KPI's – statements of financial performance and position with appropriate revenue and expenditure variance and forecast analysis, financial ratios and benchmarks, statement of cash flows and reserves, liquidity, capital and operating commitments etc.
 - 13.1.2. Non-financial KPI's –relevant engagement and satisfaction measures, strategic projects status (key milestones and outcomes), relevant revenue analysis and cost & resource monitoring, compliance measures e.g. OHS etc.

14. Service and Representation

- 14.1. There is an expectation that members have joined the Board to make an active personal contribution to the successful development of MEDSAC. To achieve an effective collective contribution from Directors, the following requirements are necessary:
- 14.2. An appropriate and relevant mix of Director expertise and experience to:
 - 14.2.1. Contribute constructively to the development, implementation and monitoring of MEDSAC's Strategic Agenda.
 - 14.2.2. Provide an effective sounding Board for management, responding to management ideas, initiatives and challenges with frank, honest and constructive advice and where possible suggesting alternative strategies.
- 14.3. An effective collegial partnership between the Directors and MEDSAC management evidenced by:
 - 14.3.1. An effective working relationship between all Directors and with the Managers and MEDSAC staff.
 - 14.3.2. A willingness of Directors to actively participate and assist MEDSAC management including active participation in Board Committees and other specific projects and initiatives.
- 14.4. The active involvement of Directors in the promotion of MEDSAC's interests within their relevant circles of influence including where appropriate the engagement of their personal business and cultural contacts and associations in furthering the development of MEDSAC.

15. Compliance and Integrity

- 15.1. The Board are ultimately and publicly accountable for the ethical and regulatory compliance of MEDSAC ensuring that at all times Directors, MEDSAC's management, staff, associates, contractors and agents comply with all aspects of the law and act ethically at all times. This function, which is monitored by the Governance Committee, has two objectives:
 - 15.1.1. To ensure compliance with MEDSAC's governance requirements (Rules, Charter and Code of Conduct), all relevant laws and regulations, audit and accounting principles and practices and any stated values of MEDSAC.
 - 15.1.2. To ensure the integrity of MEDSAC's internal control and management information systems so that its decision-making capacity and the quality of its compliance and performance reporting are maintained at a high level at all times.

16. Risk Management

16.1. While the Manager Finance has the delegated responsibility for implementing appropriate risk management systems that identify, characterise and mitigate organisational risks, the Board is required to be aware of MEDSAC's risk profile and satisfied that appropriate management strategies are in place and that risks are effectively monitored. To discharge this obligation the Governance Committee on behalf of the Board should:

16.1.1. Ensure MEDSAC has a current and comprehensive risk profile which identifies and ranks all relevant risks relating to inter alia membership and enabling service access, quality and delivery, projects, stakeholders, resources (physical and human) technologies, business interruption, environment and legislative and details appropriate mitigation processes; and

16.1.2. Ensure that there are adequate management and Board processes in place to subject the risk profile to regular scrutiny and review, report effectively on risk status to the Board, and action Board directives in respect of risk management.

17. Manager Performance Development

17.1. The Managers are key employees of the Board. Their performance development planning and evaluation is co-ordinated by the Chair and undertaken by Committee Chairs to whom the Managers report. For this process to be effective the following requirements should be addressed:

17.1.1. There should be a Board approved review framework which establishes a clear development plan for each Manager with a set of measurable performance expectations that are directly related to the delivery of the approved Strategic Agenda outcomes and are clearly documented and agreed between the Committee Chair and the Manager on an annual basis;

17.1.2. The Chair and other Directors should have a positive working relationship with the Managers such that there is a supportive environment within which to motivate, support, mentor and develop their performance;

17.1.3. The Chair on behalf of the Governance committee in particular, and the Board in general, should provide regular, honest and rigorous performance feedback to the Managers;

17.1.4. The Annual Manager performance development planning process should seek appropriate input from all Directors and provide the opportunity for the Board to consider and endorse the planning and evaluation outcomes before they are signed off by the Committee Chair.

18. Decisions and Delegations

- 18.1. The Board's decision-making process and delegations of authority are fundamental to the governance process.
- 18.2. Board (and Board Committee) decisions or resolutions require the approval of a simple majority of Board (or Committee) members present at any meeting¹⁰. Where there is an equality of votes, the Chair has a casting vote.
- 18.3. The Board retains all powers and authorities required to carry out MEDSAC business effectively and efficiently except where specific authority has been delegated to Directors, Board Committees, Managers or MEDSAC staff.
- 18.4. Directors are responsible for any delegations¹¹ of their responsibilities with regard to the operation of MEDSAC. In addition to deciding what matters are to be delegated Directors must also ensure that there are adequate controls in place to ensure the effective operation of these delegated powers.
- 18.5. The Board authorities delegated to the Directors, Managers and staff are approved by the Board and recorded in MEDSAC's Delegations Framework, and any Board Committee delegations are also specified in their relevant terms of reference.
- 18.6. Individual Directors have no authority to participate in the day-to-day management decisions of MEDSAC.
- 18.7. The Manager Finance & Administration, in consultation with the Governance Committee is responsible for developing effective internal control processes to ensure that all management decisions are compliant with Board delegations of authority.

Board Performance

19. Board Member Protection

- 19.1. The Directors have two key areas of protection in respect of the requirement to perform adequately in their role. They have the right to adequate and timely information and the ability to insure against the specific risk of being a Board member.
- 19.2. Members are entitled to have access to all relevant MEDSAC information necessary for them to effectively discharge their obligations as Directors of MEDSAC. This includes access to all Board papers and supporting information for the period when they were a Director and the right to make specific and reasonable requests for additional information where the nature of the information and purpose of the request has been made explicit to either the Manager Finance & Administration, Chair or the Board.
- 19.3. MEDSAC will provide each Director with an appropriate level of Directors and Officers insurance and provide each Director with a copy of the policy and any changes to that policy. MEDSAC will maintain each member's Directors and Officers insurance policy

¹⁰ Refer to Rule 9f

¹¹ Refer to the MEDSAC **Delegations Framework** attached to this Governance Charter

for a period of at least one year from the date they ceased to be a Director or a longer period if they have continuing liability.

20. Board Evaluation

20.1. As a matter of principle the Board is committed to the ongoing development of both individual Directors and the Board as a whole. Each year the Board will assess its own effectiveness in fulfilling this Charter and other Board responsibilities including the effectiveness of individual members. The objective of this review is to enable continuous improvement in the standard of governance provided to MEDSAC. The review process will observe the following requirements:

- 1.1.1. The review will be initiated and coordinated by the Chair with the support of the Governance committee
- 1.1.2. The review process will use an appropriate process to obtain the confidential input of all Directors and the Managers to assess the performance of the Board as a whole and to report to Directors in an agreed format
- 1.1.3. The results of the Board reviews will be confidential to members and will not disclose the views expressed by individual members without their permission
- 1.1.4. At the conclusion of the Board review the members will update the Strategic Agenda to address any issues or opportunities for improvement in their governance frameworks, documentation or activities

21. Board Member Appointment

21.1. Directors should have the requisite experience and expertise to effectively discharge their obligations. It is the intention of the Board that the Directors collectively should represent an appropriate mix of experience and expertise and have appropriate personal qualities to enable the Board to contribute effectively to the development of MEDSAC.

21.2. The Board aims to ensure effective Director appointments by:

21.2.1. Setting the expectation that all Directors will have the necessary credentials to participate effectively as a Director and will make a significant personal contribution to the development of MEDSAC during their tenure. Essential credentials include:

- Relevant and demonstrable experience and expertise which has the potential to enhance the Board's collective ability to add value by providing expert counsel and independent advice about MEDSAC's activities;
- A reputation that reflects high standards of professionalism and personal integrity and an ability to work collaboratively and effectively with colleagues and key stakeholder groups;

- A work history of achievements that reflects an ability to operate at a strategic level and demonstrates the potential to add value by participating effectively in Board activities;
 - A broad understanding of and interest in the provision of medical services to people who have suffered sexual assault/abuse, a reasonable level of financial literacy and good communication skills;
 - A commitment to MEDSAC and to working constructively with other members in accordance with the Rules of MEDSAC and the spirit of this Charter;
- 21.2.2. Ensuring that prospective Directors are fully conversant with the requirements and responsibilities of their role, and have the necessary expertise to assist the Board to discharge its governance and Strategic Agenda obligations.
- 21.2.3. Assisting the Board to make appropriate temporary appointments by identifying the expertise, experience and representational requirements of the Board
- 1.1.5. Providing an effective induction process for new members to assist their understanding of MEDSAC and establish the Boards expectations in terms of their particular role and contribution opportunity.

Director's Code of Conduct

In accordance with all relevant legal and regulatory requirements and ethical standards and guidelines, all Directors of MEDSAC shall:

1. Owe a duty of trust to MEDSAC as a whole and act honestly in good faith at all times
2. Always act in the best interests of MEDSAC and not allow personal interests, or the interests of any associated person, to conflict with the interests of MEDSAC
3. Use their powers of office for good and proper purpose and not make improper use of any information gained through their position as a Director nor take improper advantage of their position as a Board member
4. Disclose in a timely manner:
 - 4.1. Any conflict of interest and abide by any requirements of the Constitution or Charter and the direction of the Board in respect of the removal of any such conflict and/or
 - 4.2. Any related party transaction and enable the recording of same in the Board minutes
5. Not disclose to any other person any confidential information otherwise than agreed by the Board or as required by the law in a relevant jurisdictions
6. Act with the level of skill, prudence, due diligence and care of a reasonable person and demonstrate commercial reasonableness in their decisions
7. Make all reasonable enquiries to ensure that MEDSAC is operating efficiently, effectively and legally towards achieving its goals and undertake diligent analysis of all proposals placed before the Board.
8. Participate fully in the activities of the Board, preparing diligently for and attending punctually for the duration of all meetings and contributing constructively to all Board deliberations
9. Comply with the spirit, as well as the letter of the law and with the principles of this Charter and not engage in any conduct likely to bring discredit upon MEDSAC
10. Provide their specific expertise generously to assist management or otherwise further the purposes of MEDSAC