



**medsac**

**Medical Sexual Assault  
Clinicians Aotearoa**

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# Medsac Governance Charter

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July 2023

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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 stakeholders<sup>1</sup> 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 strategic leadership and direction, collective insight, wisdom, and judgement to management
  - 1.3.3 Approving MEDSAC's strategies, priorities, budget, plans and policies and determining the policies and compliance processes and control systems necessary to assure effective operational management of MEDSAC
  - 1.3.4 Determining the nature and function of any Board Committee required to assist the effective discharge of the Board's governance obligations and responsibilities, and appointing the Chairs and members of these committees
  - 1.3.5 Appointing the Leads and members of MEDSAC's Advisory Groups
  - 1.3.6 Appointing the Leads of MEDSAC's Working Groups. The members will be appointed by the General Manager in consultation with the relevant Board committee
  - 1.3.7 Appointing the General Manager, setting the terms of employment, facilitating their development, regularly reviewing their performance and where necessary, terminating their employment
  - 1.3.8 Ensuring MEDSAC remains sustainable and financially viable as an organisation for the long term
  - 1.3.9 Ensuring that MEDSAC has appropriate risk management policies and practices in place, and is compliant with all regulatory and contractual requirements

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

- 1.3.10 Setting the culture of MEDSAC and ensuring that our work adheres to high standards of ethics and behaviour
- 1.3.11 Establishing the delegations of authority as required for the effective and efficient management of MEDSAC
- 1.3.12 Reviewing and enhancing the performance of the Board
- 1.3.13 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 MEDSAC<sup>2</sup>.
- 2.2 The majority of members on the Board should be clinicians and the majority of these clinicians should be actively involved in a SAATS or NFSSAS Service.
- 2.3 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.
- 2.4 Each Director is appointed for a two-year term and is eligible for reappointment for three subsequent terms<sup>3</sup>. 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 always act in MEDSAC's best interest 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 in a timely manner
  - 3.1.4 To possess the relevant skills, experience and motivation to make a significant contribution to the Board's governance role
  - 3.1.5 To contribute effectively to the strategic direction of MEDSAC by being future oriented and focusing 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

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<sup>2</sup> Refer Rule 8

<sup>3</sup> Refer Rule 8(e)

3.1.6 To participate effectively in Board activities, preparing effectively for and attending and contributing in a professional manner at 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

### 4.1 The Chair will:

4.1.1 Establish, in collaboration with the General Manager, the agenda for all Board meetings and chair all Board meetings provided that in their absence the Deputy Chair or in their absence a Director elected by the Board will chair the meeting

4.1.2 Be an ex-officio member of all Board Committees

4.1.3 Be the official spokesperson for MEDSAC unless otherwise agreed with the Board from time to time or concerning specific matters

4.1.4 Be the primary point of contact between the Board and the General Manager in respect of matters relating to employment

4.1.5 Be responsible for ensuring there are robust and full discussions on the issues before the Board

4.1.6 Be responsible for an effective governance culture being developed and maintained by the Board

4.1.7 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.

4.2 Undertake the General Managers performance development and review process and remuneration review at least annually;

4.3 Lead the bi-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 their absence performing all or any of the above roles of the Chair except, without the express agreement of the Chair, the General Manager performance development and 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 General Manager, 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 audited<sup>4</sup>.
- 6.3 Ensure, in consultation with the Manager Finance and the Corporate Governance Committee of the Board, that MEDSAC establishes and maintains financial management policies and accounting practices in accordance with relevant regulations and best practice standards.
- 6.4 Assist the General Manager 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 collaboration with the General Manager and the Corporate 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 General Manager to manage MEDSAC's statutory reporting and compliance functions and to deal appropriately with any legal matters.

## 8 The Role of the General Manager:

- 8.1 The General Manager is appointed by the Board and is responsible, for the overall management of the business of MEDSAC and the leadership and management of its staff. MEDSAC's managers' report to the General Manager.
- 8.2 The specific responsibilities of the General Manager includes the following:
  - 8.2.1 Overseeing and leading the day-to-day operations of MEDSAC to support delivery of the programme of work agreed by the Board
  - 8.2.2 Managing and developing the staff to ensure they achieve their potential and meet the future capability requirements of MEDSAC
  - 8.2.3 Participating in the annual strategy development process with the Board, feeding in any input from the internal process run with staff to identify opportunities and initiatives that will deliver the strategic outcomes, and then ensuring that the annual work programme aligns with MEDSAC's Strategy
  - 8.2.4 Developing other organisational strategies for the Board's approval, as required

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<sup>4</sup> Refer Rule 10(c)

- 8.2.5 Working with the Committee chairs to ensure that the committees are well supported in their work and can operate effectively
- 8.2.6 Ensuring the security, integrity, and resilience of MEDSAC's core information systems and processes and managing the protection of confidential information
- 8.2.7 Working across MEDSAC with the Managers to ensure strong and appropriate linkages with and between business as usual and new portfolio work
- 8.2.8 To ensure that the workload is balanced across the employed team.
- 8.2.9 Overseeing the implementation of MEDSAC's communication plan
- 8.2.10 Providing advice and support to the Board and ensuring that the Board's work is enabled through internal processes and activities
- 8.2.11 Working with the Board on various initiatives, as required
- 8.2.12 Working alongside Board members in managing key stakeholder relationships and funder contracts.

## 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 each other and the General Manager; 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's 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 Directors<sup>5</sup> 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 five 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)
    - Matters requiring Board approval
    - Board Committee submissions and plan performance reports
    - General Manager reporting on operational performance.
    - Board committee reports, as appropriate

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<sup>5</sup> Refer Rule 9(b)

- 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.

## 10 Board Committees

- 10.1 The Board will have the following two Board Committees, which shall have their terms of reference approved by the Board and their Chairs and members appointed by the Board Chair:
  - 10.1.1 Corporate Governance Committee; and
  - 10.1.2 Clinical Governance Committee;
- 10.2 Each Board Committee must have a minimum of four Directors as members and the Chair must be a Director.
- 10.3 The Committee Chair will
  - 10.3.1 Set the agendas and chair the meetings of the Committee
  - 10.3.2 Ensure there are robust and full discussions on the issues before the Committee
  - 10.3.3 Be responsible for an effective governance culture being developed and maintained by the Committee.
- 10.4 All Directors are expected to serve on at least one Board Committee
- 10.5 Subject to the prior approval of the Board, Board Committees may appoint temporary advisory members to assist them with the discharge of their obligations and responsibilities. An advisory member:
  - 10.5.1 Does not have the powers of a Director
  - 10.5.2 May be appointed for a term not exceeding one year
  - 10.5.3 Can be retired at the pleasure of the Board
  - 10.5.4 Is entitled to participate in the discussions but they cannot vote on any resolution that involves the exercise of a Board delegated authority
  - 10.5.5 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 always act in MEDSAC's best interest, regardless of personal position, circumstances or affiliation.
- 10.6 Except where authority has been specifically delegated in the MEDSAC Delegations Framework, or the Committee Terms of Reference, Committees have no authority to make decisions on behalf of the Board.
- 10.7 **The Corporate Governance Committee**, which will include the Chair, Deputy Chair, Treasurer and Secretary as members is responsible for the following and reporting to the Board on these:



- 10.7.1 Work with the Board to review and maintain MEDSAC's governance arrangements as defined in the Rules of MEDSAC and this Charter
- 10.7.2 Provide advice to the Board to ensure MEDSAC remains sustainable and financially viable as an organisation for the long term
- 10.7.3 Oversee the development of MEDSAC's Strategy and budget
- 10.7.4 Oversee the management of any funding contracts with MEDSAC for approval of the Board
- 10.7.5 Provide assurance to the Board in respect of the integrity of financial management including the effectiveness of financial policies, practices, and reporting
- 10.7.6 Provide advice to the Board on other compliance processes and control systems necessary to assure the effective operational management of MEDSAC
- 10.7.7 Oversee the risk management policies, practices, and reporting
- 10.7.8 Oversee the focus and quality of the external audit and any internal audit initiatives as required
- 10.7.9 Support the Board Chair in the appointment of the General Manager, setting the terms of employment, facilitating their development, regularly reviewing their performance and where necessary, terminating their employment
- 10.7.10 Develop policies (and regularly review existing) that support the operation of the MEDSAC as a competent, effective, and sustainable organisation for the approval of the Board
- 10.7.11 Oversee MEDSAC's information, data, and technology plans, reporting to the Board annually on new areas requiring investment
- 10.7.12 Develop MEDSAC's funding strategy (grants, scholarships, and philanthropy)
- 10.7.13 Provide advice to the Chair on the annual performance review of the Board [collectively and individually] and biennial review of Board Committees
- 10.7.14 Provide an organisational governance perspective on such other issues as delegated to the committee by the Board

The committee will have a maximum of five members, two of whom must be experienced clinicians.

**10.8 The Clinical Governance Committee** is responsible for the following and reporting to the Board on these:

- 10.8.1 Provide advice to the Board to ensure that MEDSAC's work enables a sustainable pipeline of qualified and experienced clinicians across Sexual Abuse Assessment and Treatment Services (SAATS) and Non-Fatal Strangulation/Suffocation Assessment Services (NFSSAS) services nationally.
- 10.8.2 Develop policies (and regularly review existing policies) across a range of clinical areas, but not limited to membership requirements, admission, and retirement; mentoring; education and training policies and standards; and quality standards, all for the approval of the Board.
- 10.8.3 Provide advice to the Board on any changes required to the SAATS, and NFSSAS specifications and delivery frameworks.

10.8.4 Oversee the quality review of education and training initiatives, including approving training modules for release as they have met the quality standards required and been tested through a pilot.

10.8.5 Provide advice to the Board on priorities for education and training, and the development of new modules to meet emerging needs.

10.8.6 Monitor how the SAATS/NFSS sector is running and identify and report to the Board on emerging areas of clinical risk and long-term sustainability.

10.8.7 Ensure the strategic priorities receive the clinical input required to enable them to proceed apace.

10.8.8 Sign off the agendas for MEDSAC events (Annual Update, Lead Clinician Days etc).

10.9.9 Monitor the operational performance of MEDSAC from a clinical perspective and identify and report to the Board on emerging clinical areas of risk.

10.8.10 Provide a clinical governance perspective on such other issues as delegated to the committee by the Board.

The committee will have a maximum of eight members, who are clinicians or bring specialist expertise as required for the work of the Committee.

## 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 personal<sup>6</sup> 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 their 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 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

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 Director, and

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<sup>6</sup> Personal interests are defined to include the interest of any persons or organisations with which the Director is closely affiliated.

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 MEDSAC's Strategy, 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 Annual Plan will be prepared
  - 12.2.2 Active participation of the General Manager in developing MEDSAC's Strategy, 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 MEDSAC's Strategy, Annual Plan and budget.

### 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 Strategy and Key strategic priorities. Those indicators should typically include financial and non-financial indicators of performance.

### 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 Strategy.
  - 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 appropriate, suggesting alternative strategies.
- 14.3 An effective collegial partnership between the Board and MEDSAC staff evidenced by:
  - 14.3.1 An effective working relationship between all Directors and with the General Manager, Managers and staff.
  - 14.3.2 A willingness of Directors to actively participate in Board Committees, and portfolio activities as appropriate

- 14.4 The active involvement of Directors in the promotion of MEDSAC's interests within their relevant circles of influence.

## 15 Compliance and Integrity

- 15.1 The Board is ultimately and publicly accountable for the ethical and regulatory compliance of MEDSAC always ensuring that Directors, MEDSAC's management, staff, associates, contractors and agents always comply with all aspects of the law and act ethically. 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 always maintained at a high level.

## 16 Risk Management

- 16.1 The Corporate 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 Management and Development

- 17.1 The General Manager is responsible for the management, performance development and evaluation of MEDSAC employees.

## 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 meeting<sup>7</sup>. 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 specific Board members, Board Committees, the General Manager or Managers<sup>8</sup>.
- 18.4 The Board authorities delegated to Board members, the General Manager and Managers 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.

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<sup>7</sup> Refer to Rule 9(c)

<sup>8</sup> Refer to the MEDSAC Delegations Framework

- 18.5 Individual Directors have no authority to participate in the day-to-day management decisions of MEDSAC.
- 18.6 The General Manager, in consultation with the Corporate 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 Chair or the Board or the General Manager
- 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

### 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. Every second 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:
  - 20.1.1 The review will be initiated and coordinated by the Chair with the support of the Corporate Governance Committee
  - 20.1.2 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
  - 20.1.3 The results of the Board reviews will be confidential to members and will not disclose the views expressed by individual members without their permission
  - 20.1.4 At the conclusion of the Board review, follow-up action will be determined by the board in a post-evaluation discussion meeting, led by the Chair or the external reviewer.

### 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 obligations.

21.2.3 Assisting the Board to make appropriate temporary appointments by identifying the expertise, experience and representational requirements of the Board

21.2.4 Providing an effective induction process for new members to assist their understanding of MEDSAC and establish the Board's expectations in terms of their role and contribution opportunity.

## 22 Board Member Resignation

22.1 A Director may resign from the Board by sending a letter of resignation to the Chair of the Board, giving three months' notice, or a lesser notice period that is agreed with the Chair.

## 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. Honour the MEDSAC values
5. Treat others with courtesy and respect
6. Disclose in a timely manner:
  - 6.1 Any conflict or potential 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
  - 6.2 Any related party transaction and enable the recording of same in the Board minutes
7. Not disclose to any other person any confidential information otherwise than agreed by the Board or as required by the law in a relevant jurisdiction
8. Act with the level of skill, prudence, due diligence and care of a reasonable person and demonstrate commercial reasonableness in their decisions
9. 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
10. 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
11. 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
12. Provide their specific expertise generously to further the purposes of MEDSAC.