UROLOGICAL SOCIETY OF AUSTRALIA AND NEW ZEALAND

Policy

USANZ Board Charter

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Purpose and Scope

The Board of Directors (Board) is responsible for the governance of USANZ ('the Society). Its role is to lead and control USANZ by setting and overseeing its strategic direction, guided by the principal objects as set out in the USANZ Constitution and the legislative requirements of the *Corporations Act 2001 (Cth).*

The purpose of this Charter is to clearly set out the roles, responsibilities and authorities the Board has put in place to meet its governance obligations.

This document applies to the Board of Directors, the Chief Executive Officer and staff.

Charter

1. Board composition, skills and experience

The Board comprises elected, appointed and representative roles, who together bring skills and expertise in: urology; education; business, accounting, advocacy, legal and governance. Each Director should have*:*

- an awareness of the legal obligations of Directors;
- an awareness of the USANZ Constitution and internal policies that guide the Society;
- an understanding of and commitment to USANZ's purpose and aims;
- knowledge of the broader environment in which USANZ operates;
- the capacity to contribute to the discussion and Board decision-making;
- the capacity to give the necessary time required to understand issues, to attend meetings regularly and to attend USANZ events and activities;
- the ability to maintain privacy and confidentiality of Directors' discussions;
- an awareness of relevant legislation affecting USANZ;
- personal skills associated with leadership, such as communication skills, knowledge of group dynamics, analysis and decision making;
- specific skills and knowledge such as experience working in urology; education; legal, accounting or governance.

1.2 Roles identified in the USANZ Constitution

The following Director roles and tenure periods are identified in the USANZ Constitution.

- President – 2 terms of 1 year each
- Vice-President – 2 terms of 1 year each
- Past President/Honorary Treasurer / Honorary Secretary – 2 terms of 1 year each
- ANZAUS Chair – 2 terms of 3 years each
- Board of Urology Chair – 1 term of 2 years
- Specialty Elected Royal Australasian College of Surgeons (RACS) Councillor (RACS Councillor generally – 3 terms of 3 years each)
- President, Aotearoa New Zealand Society of Urology (ANZUS President) (from 1 Jan 2026)

- Sectional Representatives – 2 terms of 3 years each
- 2 x External Directors – 2 terms of 3 years each.

1.3 Resignation as a Director

Directors cease to be Directors at the end of their tenure.

Directors may resign at any time during their term by submitting written notice to the USANZ Registered Office, marked to the attention of the Secretary or CEO.

1.4 Induction

Upon appointment, an induction pack will be provided to the new Director to enable them to gain an understanding of USANZ's activities. The information provided includes:

- A copy of this Policy.
- A letter of appointment setting out the term of office and any specific nominee or representative roles they may hold.
- Consent to Act as Director Form.
- Board Code of Conduct.
- Confidentiality Deed of Agreement which must be signed and returned to the CEO along with the Consent to Act as a Director form and Code of Conduct.
- USANZ Constitution.A link to Australian Business Registry Services (ABRS) – Director ID number.
- USANZ Organisational Chart.
- USANZ Board of Directors contact details.Board Calender with future Board Meeting dates.
- The most recent annual report.
- Key USANZ policies including the: Authorised Travel Policy, Audit, Risk & Investment Policy, Risk Management Framework and Delegations of Authority Policy.

In preparation for their role, incoming Directors are entitled to undertake Director education before their commencement as outlined under clause 1.5 below.

1.5 Director Education

Reimbursement of up to $5,500 is available for Directors undertaking additional education to improve their ability to carry out their duties as Directors.

- Courses must be offered by recognised providers, eg. Australian Institution of Company Directors.
- Topics of courses must be relevant to the role as a Director e.g., Role of the Board, Role of Directors, Interpreting Financial Statements, Conflicts of Interest, Risk Management, or similar. It is not intended for non-Director role upskilling.
- Where there is uncertainty about direct applicability to the USANZ Board role, a circular resolution or similar adjudicative method, can be used to determine suitability of the request under the principles of the subsidy.
- The maximum reimbursable for any Director during their tenure period for upskilling and education is $5,500. For the purposes of this clause, the tenure period includes any period served consecutively including where a Director is reappointed for a 2nd term.
- Incoming Directors may apply to undertake courses in the 12 month period prior to their commencement. The cost of any courses undertaken before commencement will be included in the $5,500 cap available for this purpose.
- For face-to-face courses, Directors are expected to attend courses in their city of residence. Where an approved course is not available in their city of residence, travel and accommodation costs will be met in accordance with the Travel Policy. This

provision is intended to ensure Directors in regional or remote locations are not disadvantaged.

- A claim for reimbursement must be submitted to the CEO and must include receipts. Claims for reimbursement will generally not be paid until the Director has confirmed they have completed the training. A former Director may submit a claim for reimbursement after their departure from the role, provided the education was undertaken during their tenure period.

2. Roles and responsibilities of the Board

2.1 Strategy

The role of the Board in respect of strategy includes:

a) setting the strategic direction of the Society by providing input to, and approval of, strategic planning documents and budgets as developed by management;
b) directing, monitoring and assessing the Society's performance against strategic and business plans, to determine if appropriate resources are available; and
c) approving and monitoring investments, capital management and major capital expenditure.

2.2 Risk management & reporting

The role of the Board in respect of risk management and reporting includes:

a) identifying the principal risks of the Society's business and ensuring the Society has in place an appropriate risk management framework and establishing the acceptable levels of risk within which the Board expects the management of the Society to operate;
b) reviewing and ratifying the Society's systems of internal compliance and control, risk management and legal compliance systems, to determine the integrity and effectiveness of those systems; and
c) approving and monitoring material internal and external financial and other reporting, including periodic reporting to members and other stakeholders;

2.3 Relationship with management

The role of the Board in relation to management includes:

a) appointment and removal of the Chief Executive Officer;
b) establishing and monitoring executive succession planning;
c) delegating the day to day decision making and implementation of Board approved strategy to the Chief Executive Officer; and
d) setting specific limits of authority for management.

Additional narrative on this relationship is set out under 10. Relationship between Directors, the CEO and staff below.

2.4 Monitoring of performance

The role of the Board in respect of performance monitoring is delegated to the People and Culture Committee.

a)

2.5 Corporate governance

The role of the Board in respect of corporate governance includes:

a) ensuring ethical behaviour and compliance with the Society's own governing documents, including the Society's Code of Conduct; and
b) monitoring and evaluating the Society's compliance with its corporate governance standards.

2.6 Board Committees and Advisory Groups

The role of the Board includes:

a) establishing such committees of the Board as may be appropriate including the following Board Committees:
    i) Leadership Group;
    ii) Society Awards Nomination Committee;
    iii) Audit, Risk and Finance Committee;
    iv) People & Culture Committee;
    v) Daniel Christidis Scholarship Committee;
    vi) Dennis Dean Arnold Prize Committee;
    vii) Special Advisory Groups;
    viii) Project or Issue Based Subcommittees; and
    ix) Diversity and Inclusion Committee.
b) adopting Charters setting out the membership, responsibilities and reporting obligations of each Board Committee and evaluating the performance of the Board Committees; and

2.7 Other

The role of the Board also includes performing such other functions as prescribed by law.

2.8 Role of the President

The position of President is filled by the person who at the AGM vacates the office of the Vice President. At the end of the second year in office, the President takes up the position of Past President.

The President is the Chair of the Board and has additional responsibilities including: leading the Board and setting meeting agendas to ensure directors are informed of and understand USANZ's financial and strategic goals and performance; ensuring the board is made aware of any developments that may impact on USANZ as a whole; and acting as the primary interface between the Board and the Executive. The duties as Chair relating to the conduct of Board meetings of the Board are set out under 7. Meeting Proceedings below.

The President also:

- has the authority of the Board (in conjunction with the CEO) for communicating the views of the board to members, the media, and key stakeholders;
- represents the Board to government, industry and other external organisations and at international urological meetings;
- represents the Board, or appointed a delegate to represent the Board, at annual meetings of USANZ Sections;
- represents USANZ on the Board of Urology;

- represents USANZ on the AUA International Membership Committee (IMC Committee); and
- represents USANZ on the RACS Surgical Leaders' Forum.

The President is the primary point of contact between the CEO and the Board and is responsible for overseeing negotiations for the CEO's employment and evaluation his/her performance. The President works closely with the CEO on a day-to-day basis to ensure USANZ is able to execute its strategies effectively, navigate critical issues and resolve any number of matters that arise.

2.9 Role of the Vice-President

The position of Vice President is elected by the membership and takes office at an AGM. At the end of the second year in office, the Vice President takes up the position of President.

The role of the Vice President is to support the President and to take up the Chair in the absence of both the President and Past President. The position is an important part of succession planning enabling the incumbent to learn about the role of the President.

The Vice President will be expected to take a leading role in USANZ Strategic Projects, for example as Chair of a Sub-Committee.

2.10 Role of the Past-President / Honorary Treasurer / Honorary Secretary

The position of Past President is filled by the person who at the AGM vacates the office of the President. The position is a key part of succession planning; assisting and providing guidance to the President in the challenges of fulfilling that role. The Past President will take up the Chair in the absence of the President.

The Past President also holds the role of Honorary Treasurer. USANZ acknowledges that the incumbent in this role may not have specific expertise in accounting practice. USANZ ensures that it has sufficient financial expertise through the role of External Director(s).

The Honorary Treasurer has the specific duties to:

- act on behalf of the Directors, to liaise with the CEO and CFO on financial matters;
- act on behalf of the Directors, to liaise with funding bodies, auditors and other external parties on financial matters where it is deemed necessary to have representation by a Director;
- review financial statements and report to Directors and the Annual General Meeting;
- oversee the auditing of the financial reports for the Annual General Meeting and to fulfill obligations in relation to the audited accounts;
- Chair the Audit, Risk and Finance Committee
- Chair Committees for the Society Awards and Nominations, Dennis Arnold Prize and Daniel Christidis Scholarship;
- represents USANZ on the RACS Professional Standards and Fellowship Services Committee (PSFSC); and
- provide informal support in the development of financial practices.

The Past-President also holds the role of Honorary Secretary. The Honorary Secretary role primarily involves ensuring the membership related requirements of the USANZ constitution are met and reported to the Board and the Annual General Meeting.

The specific obligations that must be fulfilled in order to comply with the requirements of the *Corporations Act 2001* (Cth) are delegated to the USANZ CFO and the USANZ Governance & Secretariat Coordinator. See Delegations policy.

2.11 Nominee and Representative roles and the relationship with duties as a USANZ Director

Members of the Board often hold more than one role in that they are nominated by, or represent, another organisation (Board of Urology, ANZAUS, RACS, ANZSU) or a USANZ section.

At all times, Directors' responsibilities as set out under 2.1 above take precedence over the responsibilities as an Organisational or Sectional Representative.

Refer to 4. Conflict of Interest.

2.12 Sectional Representatives

Sectional Representatives are appointed as a Director on the USANZ Board by the relevant USANZ Section to ensure input to the deliberations of the Board on local jurisdictional issues. In the event that each Section is not represented on the Board by one or more Directors (for example in a nominee role), the Board, in conjunction with Sections, will appoint a Sectional Representative. The tenure of Sectional Representatives will also be impacted when, for example, a new Director is appointed to a nominee position, and the new Director also takes on the role of the Section Representative.

The primary duty of a Sectional Representative is to ensure the Board is informed of significant issues that may require an organisation response. Sectional Representatives are also expected to report back to Section Members on matters affecting their Section and to advocate for the Board's position. This is generally effected through their correlating position of Section Chair. Refer to Section Guidelines: Part A for further information on the duties associated with the role of Section Chair. Refer USANZ ANZSU Cooperation Agreement for further information about the way in which the USANZ NZ Section Representative role is filled. Refer to the USANZ Constitution for information about filling Sectional Representative roles.

2.13 ANZAUS Chair

The ANZAUS Chair is elected by ANZAUS from amongst its members on or before 31 December every third year for a term of three years. The ANZAUS Chair will take office at the AGM the year following election and may hold office for a maximum of two consecutive terms.

ANZAUS represents the interests of members to governments and government agencies. The primary duty of the ANZAUS Chair is to ensure the USANZ Board is informed of significant issues that require, or may require, an organisation response from USANZ or where consultation is necessary to ensure ANZAUS responses are in the interests of the common membership base.

2.14 Board of Urology Chair

The BoU Chair is appointed by members of the RACS Board of Urology, on or before 31 December every two years for a term of two years. The BoU Chair will take office at the AGM the year following election.

The BoU is responsible for delivering the Surgical Education Training Program (Training Program) in Urology through the Royal Australasian College of Surgeons (RACS). USANZ undertakes this work and provides administrative support to the BoU under the Collaboration Agreement between USANZ and RACS.

The primary duty of the BoU Chair on USANZ Board is to ensure the USANZ Board is informed of significant issues that require, or may require, an organisation response from

USANZ, particularly in relation to the obligations of USANZ under the Collaboration Agreement.

The BoU Chair has additional challenges as, unlike other directors, their role on the RACS Committee means they are more closely involved in the day to day operations of the Training Program. This means there is an increased need for the BoU Chair to clearly delineate their role and responsibilities as a USANZ Director and to raise issues relating to the management of the Training Program with the CEO who has delegated responsibility for USANZ's management of that program and the deliverables under the Collaboration Agreement.

2.15 RACS Councillor

The RACS Councillor is elected from amongst RACS Fellows on or before 31 December every third year for a term of three years. The RACS Councillor will take office at the AGM the year following election and may hold office for a maximum of three consecutive terms.

Within RACS, the RACS Councillor role is involved in training surgeons, advocacy and maintaining surgical standards in Australia and NZ. The primary duty of the RACS Councillor on the USANZ Board is to ensure the Board is informed of significant issues that require, or may require, an organisation response from either USANZ or RACS, and to facilitate communication between the two organisations.

2.16 ANZSU President

The ANZSU President is elected by the members of the ANZSU and may hold office until the ANZSU Annual General meeting 2 years after the Annual General Meeting at which they first assumed office. The ANZSU President will take office at the Board meeting following their election by ANZSU.

ANZSU is a membership organisation for urological surgeons and other health professionals working in the field of Urology in New Zealand, formed to address urological issues specific to New Zealand, whose members are identical to those USANZ members in the New Zealand Section of USANZ. Given the overlap in membership and functions of the ANZSU and USANZ, the ways in which they coordinate and collaborate are set out in the USANZ ANZSU Cooperation Agreement.

2.17 External Director(s)

The Board may appoint two directors who are non-Members of USANZ on the basis of needs and skills required at any given times. The External Director(s) are appointed on or before 31 December for a term of three years (subject to an annual review of USANZ needs in terms of roles and skills) and takes office at the conclusion of the AGM. External Directors may only hold office for two consecutive terms.

While the skills and USANZ needs may change over time, the External Director(s) will generally have a background in finance, legal, accounting, governance and control processes, or risk management including IT.

3. Directors' Rights and Benefits

Directors are not entitled to remuneration, but have the following rights and benefits:

- Personal indemnity under the Association Liability Policy for actions committed in good faith for the purpose of discharging USANZ duties.
- Reimbursement of legitimate travel expenses incurred on USANZ business in accordance with the Approved Travel policy (by submission of invoices and receipts to the CEO).

- Reimbursement of approved director education in accordance with clause 1.5.
- The President, Vice President and Past President are entitled to an allowance of up to $1,453 per annum to compensate for incidental expenses incurred in executing their respective responsibilities. As a guide, such costs may include telephony and associated travel costs (e.g. Qantas Club membership). Amounts are reimbursed annually upon submitting a Statement of Claim in accordance with the Office Bearer Allowance Policy.
- The Board of Urology Chair is entitled to an allowance of up to $1,453 per annum to compensate for incidental expenses incurred in executing their duties under the RACS/USANZ Collaborative agreement. This allowance is accounted for as part of the Training Program and, while not related to the performance of his/her responsibility as a USANZ Director, is mentioned in this policy for transparency purposes.
- In recognition of the number of business meetings that occur with sponsors, international societies and other stakeholders which prevent them from attending ASM programmed activities, the President, Vice President, Past President and Board of Urology Chair receive complimentary registration to the meeting and will have their accommodation costs met in accordance with the USANZ Travel Policy.

4. Conflicts of interests

Conflicts of interest can arise in many ways and may not present a threat as long as they are declared honestly and addressed proactively. Undeclared conflicts of interest risk compromising USANZ's impartiality and accountability and, in serious cases, may lead to severe disruption of the Society's ability to function effectively.

Upon commencing as a Director and during the term as necessary Directors must make a written declaration that they do not have any conflict of interest that would preclude them from continuing as a Director. Directors also have a duty to declare any personal interests (such as pecuniary interests, board memberships or involvement with corporations, partnerships and businesses) that may impinge on USANZ decisions.

When an issue arises, the Director must as soon as possible disclose the nature of the interest at a meeting of the Board. After disclosing an interest a Director may be requested to remove him/herself from any discussion in respect of the matter unless the Board decides otherwise. The Director must abstain from any vote on the matter to ensure the Board's decision-making is not compromised by the conflict.

Any conflicts of interest will be recognised at the commencement of the meeting or when the specific issue is discussed and will be recorded in that meeting's minutes.

5. Receipt of Gratuities and Honourariums from External Organisations

As a general principle, individual USANZ representatives must never solicit or accept a gift, benefit or cash payment as an inducement to act in a certain way (ie the gift or benefit could give rise to an actual, potential or reasonably perceived conflict of interest).

However, some societies or delegates from other countries may offer gifts, hospitality or money (such as honorariums) to USANZ representatives as they consider these offers an important part of doing business. In such cases USANZ must take into account cultural considerations and, where it would be considered rude or offensive to refuse, the USANZ representative may accept the offer on behalf of USANZ.

All gifts of money must be remitted to the USANZ CEO, deposited into the USANZ bank account, and be reported to the next meeting of the Board of Directors.

6. Privacy Statement

In the course of participating on the Board, Directors may gain access to confidential information, including personal information about identified individuals. Directors have an obligation to use such information for the purpose of their participation on the Board and agree not to disclose any such confidential information, except where necessary for the purpose of fulfilling their obligations as Directors.

Further information is available in USANZ's Privacy Framework, incorporating the Privacy Policy, which explains how the Society collects and manages personal and health information in the course of conducting its business.

7. Board Committees and Advisory Groups

7.1 Leadership Group

The Leadership Group comprises the positions of President, Vice President, Past President, ANZSU President and CEO and is an important mechanism that facilitates informal, regular and supportive connections between the Board and the Executive, through the CEO.

The Leadership Group is not a subcommittee of the Board and does not make decisions outside of the Board. This does not preclude members of the Group making decisions under the delegated authority of their individual roles.

7.2 The Audit, Risk and Finance Committee (the Committee)

The ARF Committee is a Subcommittee of the Board. Its terms of reference are set out in the USANZ Audit Risk and Investments Policy.

The Committee is comprised of the Treasurer (Committee Chair), an External Director, and one other Director. The ARF Committee may co-opt another Full Member from the USANZ membership, subject to the approval of the Board.

The objective of the Committee is to assist the Board in fulfilling its governance and statutory responsibilities by overseeing and monitoring the USANZ's audit program, investment portfolio, treasury management and risk management framework. The Committee is not held accountable for the actual investment performance, rather for adherence to procedural prudence.

The Committee generally meets four times annually, prior to each Board meeting to review the performance of USANZ investments and to consider any recommendations received from any Investment Advisor or Manager that may have been appointed.

7.3 Society Awards Nominations Committee (SANC)

SANC is a Subcommittee of the Board formed in 2009. Its terms of reference are set out in the Society Awards Nomination Form. The Committee is comprised of the Past President (Chair), Vice President, and another Director who is seconded to the Committee each year by the Board. The Committee meets annually, remotely, following the closing of the nominations period.

The role of the Committee is to review nominations for the various Society Awards. The Committee Chair will make recommendations to the Board. The Committee does not make decisions outside of the Board.

7.4 People & Culture Committee

The purpose of the People and Culture Committee (PACC) is to consider and make recommendations to the Board on all matters related to people (examples including recruitment, performance, remuneration, conduct and associated policies) and to

monitoring and promoting a positive organisational culture. The Committee is appointed annually at the first board meeting after the AGM. The Committee is comprised of the Chair (member of the Leadership Group) and 2 Directors. Additionally, with the board's approval, the Committee may appoint an external member (not a USANZ member) to assist its deliberations.

The Committee operates across three areas of USANZ's operations relating to the board, CEO (and through that role other staff oversight). Refer to Pol046 People & Culture Charter for further information.

7.5 Special Advisory Groups (SAGs)

The SAGs have been established by the Board to act in an advisory capacity to the Board in specific interest areas. They also contribute to the advancement of urology and USANZ by providing services to, or on behalf of, all USANZ members. The SAGs also provide a mechanism for members who wish to contribute to USANZ's work on behalf of all urologists, to do so in an open, inclusive and transparent way. SAGs do not make decisions outside of the Board.

The Board is responsible for appointing SAG Leaders. Initial appointments are for terms of three years and may be renewed once only.

USANZ has established six SAGs in the following interest areas: andrology; endourology; female urology; genitourinary oncology; paediatric/reconstructive; and male lower urinary tract**.**

7.6 Project or Issue Based Subcommittees

From time to time the Board will establish Subcommittees to manage specific projects or issues that require broader input from members or from external stakeholders. The Subcommittees are generally established for a fixed term and are disbanded once the project or issue has been completed/resolved.

The membership of Project or Issue based Subcommittees will include at least one Director who will carry responsibility for the Committee's oversight and for reporting to the Board. Such Subcommittees do not make decisions outside of the Board, unless delegated to do so in the relevant Subcommittee Charter.

There are no current USANZ Project or Issue based Subcommittees.

8. Policy Development and the USANZ Policy Framework

USANZ develops and approves policies under a Policy Framework which is a set of principles that form the basis of making rules. The Framework includes mechanisms for the development, approval and publication of policies and establishes a renewal cycle whereby each policy is regularly reviewed and updated, where required.

The Framework identifies the following types of policies:

- Governance & Operational Policies – high level strategic directives that set out principles and standards to guide the actions and decision-making. Codes of Conduct, Subcommittee Charters are included in this category.
- Position Statements – policies that establish USANZ's public position such as those relating to matters affecting patient care.
- Existing Society Standing Orders – legacy policy type which will be gradually moved into the Policy Framework or superseded as they are reviewed.

Although some policies may only require a broad statement of position and identifying where responsibility lies, others will incorporate or be supported by specific and detailed procedures. In both cases, they should be viewed as an integral part of the policy rather than as separate, stand-alone steps. The development and approval processes are also covered in the Framework.

A list of current policies and policies in development is maintained by the Governance and Secretariat Coordinator. The policies are identified by type and will meet the requirements of the USANZ Policy Framework (in development). Policies which have been approved for external distribution will be made available on the USANZ website.

9. Meeting proceedings

The proceedings of the Board will be governed by the provisions of the Constitution and this Charter as endorsed by the Board.

9.1 Frequency and quorum

The Board will generally meet four (4) times a year, usually in February, May, August and November. Meetings can be held in person or by video conference.

The quorum necessary to transact the business of the Board is the next whole number above 50% of the number of Directors.

9.2 Strategic Planning Day

An annual meeting of the Directors is held the day before the August meeting to consider to review the Corporate Strategic Plan and consider the effectiveness. The agenda for this Planning meeting will be drawn up by the Chair and the CEO.

9.3 Attendance, apologies and leaves of absence

Directors are expected to attend all the scheduled meetings of directors. Attendance at the meetings is recorded and reported in the Annual Report.

The Board may extend an invitation to any person to attend all or part of any meeting which it considers appropriate. The CEO is entitled to be present at each Board meeting.

Apologies will be recorded in the minutes if they are received by a member of the Board or the CEO, up to the time of meeting.

A Director who is absent, without leave, from four consecutive meetings of the Board of Directors can be removed as a Director under Clause 66 of the Constitution. Leave of absence may be granted to a Director by a decision of the Board, either:

a) verbally at a Board meeting prior to the leave of absence, or
b) in writing at the meeting or the first meeting of absence if it involves more than one consecutive meeting.

9.4 Planning of the Agenda for Board Meetings and Reporting to Directors

The President/Chair and the CEO establish the agenda for each meeting of Directors. At least three weeks prior to the meeting, Directors will be requested to provide suggestions for inclusion, along with any proposed resolutions.

The Agenda will be structured according to the Board Calendar and include standard items to cover: the minutes of the previous meeting and business arising; and management reports on Finance, Staffing (including work health and safety) Subcommittee Reports and Reports against the Strategic Plan and major projects.

The CEO will ensure that, in addition to the above, Directors receive special reports on: urgent or problematic issues and the implication of these matters for USANZ or its Directors;

and legal or political developments that have an impact on USANZ's focus and strategic direction.

Meeting papers will normally be distributed at least two weeks before the meeting. As much as possible, papers will be succinct and of a standard format. They will include recommendations, reasons, and supporting documents where necessary.

Additional reporting to the Directors between meetings will be done by the CEO.

9.5 Decisions

A decision is made by a majority of votes cast at a Board meeting at which a quorum is present. In the event of an equality of votes the Chair, or the Director presiding, has a casting vote.

Where a decision is required between scheduled Board meetings, the Chair can issue to all Directors a circular resolution in writing. The written approval of more than 50% of Directors of a circular resolution is a decision of the Board.

9.6 Chair

The President (or in their absence the Vice President) will be the Chair of the Board of Directors. The Chair:

- presides at meetings of the Board and establishes the Board agenda;
- has a casting vote in addition to a deliberative vote in the event of an equality of votes;
- guides the ongoing effectiveness and development of the Board through the development and implementation of mechanisms for Board evaluation, Director selection, induction and development; and
- ensures Board minutes properly reflect Board decisions.

Additional duties are set out under 2.2 Role of President.

9.7 Minutes

Minutes are to be distributed to the Chair for confirmation as soon as practicable after each meeting and tabled for acceptance at the next Board meeting. Decisions made by circular resolution between meetings will also be minuted and tabled for acceptance at the next Board meeting. The minute taker will usually be the Governance & Secretariat Coordinator.

9.8 Requested Information

Directors have general right of access to documents in USANZ's possession in a timely manner to enable them to carry out their director functions. Directors may seek any information they require from the CEO, unless to do so would be inconsistent with the Directors' duties.

10. Evaluation of the Board & Board Committees.

There will always be opportunities to improve the overall effectiveness of the Society's governance structures, including the meetings of Directors. The People & Culture Committee is tasked with developing and reviewing the board skills matrix to ensure the Board has the right mix of skills, to solicit and assess director nominations as vacancies occur and to coordinate the recruitment of external directors. The Committee is also responsible for conducting an annual internal review of the Board's (including committees) performance based on an annual work program.

11. Chief Executive Officer

11.1 Role and responsibility of the CEO

While the governing role of the Directors is one of leadership, financial and strategic direction, it is the responsibility of the CEO to manage the day-to-day operations of USANZ, the workplace and to achieve the strategic goals determined by the Directors.

The Society will have a written agreement with each person appointed as the CEO setting out the terms of their appointment, and a process for ensuring that the performance of CEO is reviewed at least annually. The CEO's role includes:

- being accountable to the Directors for ensuring staff work efficiently towards the achievement of USANZ's objectives;
- reporting to the Board in a timely and clear manner and ensure all reports to the Board present a true and fair view of the Society's financial condition and operational results;
- controlling resources and being responsible for results: this includes appointing staff to discharge these responsibilities and monitoring staff performance;
- identifying and maintaining important relationships between USANZ and other organisations and individuals, to support effective and efficient service delivery;
- complying with the framework for delegations determined by Directors and set out in the Delegations Policy;
- being entitled to be present at each Board meeting and to be heard on any matter considered by the Board;
- delivering reports to the Directors as outlined in Meeting Proceedings above;
- entitled to attend meetings of each Board Subcommittee.

11.2 Evaluation of the CEO

The People & Culture Committee supports the Board in considering all matters relating to the employment, performance and remuneration of the CEO. Its principal functions include an annual review of the CEO's performance, salary and position description. The Committee is also responsible for developing a succession plan for the CEO's role.

12. Relationship between Directors, the CEO and Staff

12.1 Relationship between Directors and the CEO

The relationship between the Directors and the CEO is governed by clear delegation. The CEO carries out the operational business of USANZ within the boundaries set out in USANZ's strategic plan, the Delegations Policy and the limits of authority described within specific policies and program plans. The Directors have delegated to the CEO, the authority to:

- enter into certain contracts (as per limits set out in the Delegations Policy);
- conduct the day-to-day management of USANZ'
- speak publicly on behalf of USANZ, (except where the subject matter is of a medical or scientific nature);
- appoint and manage staff; and
- conduct annual performance and remuneration reviews of senior staff.

The relationship is founded on regular reporting and the CEO is responsible for keeping Directors informed about the outcomes of projects and services, USANZ's financial position, significant management issues and all matters that have real or potential legal considerations for the Society.

12.2 Relationship between the CEO and Staff

The relationship between the CEO and staff is also governed by clear delegation. Staff are accountable to the CEO for their work. The CEO is responsible for ensuring results and for ensuring that staff are working well and efficiently towards achieving USANZ's objectives.

Staff roles, accountability, reporting requirements and performance measures are set out in position descriptions. These position descriptions are the framework for staff performance reviews which are undertaken on an annual basis by the CEO.

There are a number of formal and informal mechanisms for staff to report to the CEO and to each other. These mechanisms ensure ongoing accountability through regular exchange of information about service and project developments, work demands, resource or training needs, staffing issues and any external or internal factors that may impede the Society's achievement of its objectives. They also encourage staff and the CEO to work in an informed and collaborative way. These include: fortnightly staff meetings; weekly meetings between individual managers and the CEO.

12.3 Relationship between the Directors and Staff

The Directors, the CEO and staff (including consultants) value familiarity and communication between different levels of the Society and are committed to maintaining strong and collaborative connections.

Formal communication between staff and Directors will take place through the CEO. At the invitation of the Board or the CEO, staff members may attend meetings of the Directors or Subcommittees to provide information to allow for informed decision-making by the Directors.

In situations where a member or members of staff have a grievance or dispute, access to the Directors as part of addressing the grievance is governed by the Equal Employment Opportunity, Discrimination, Bullying and Harassment, Grievance Policy.

13. Inconsistency with the Society's constitution

To the extent that there is any inconsistency between this Charter and the Society's constitution, the constitution will prevail.

Roles and responsibilities

- Set out in Policy.

Related policies, documents and legislation

- Corporations Act 2001 (Cth)
- USANZ Constitution
- USANZ Special Advisory Group Charter (existing SAG Leader Policy to be reviewed)
- Pol005 Delegations of Authority Policy
- Pol003 Audit, Risk & Investments Policy
- USANZ Risk Management Framework
- Pol047 People & Culture Committee
- Pol011 Privacy Framework and Data Breach Response Plan
- Board Code of Conduct
- Deed of Confidentiality
- Board Calendar
- Director Letter of Appointment
- Pol030 Travel Policy

- Pol007 Office Bearer Allowance Policy
- Pol024 EEO Policy
- USANZ ANZSU Cooperation Agreement

Definitions

- Executive: means USANZ staff and contractors and service providers.

Superseded documents

- None

Revision history

Version	Date	Notes	By
1.0	25/11/2017	Policy Approved	Board of Directors
1.1	24/2/2018	Minor Amendment to adjust for introduction of Office Bearer Allowance Policy	Approved by Board 23 Feb 2018
2.0	18/8/18	Additions: conflict of interest, gratuities, ASM registrations, privacy clause, Pres & Vice Pres nominee roles on RACS committees	
2.1	12/4/19	Addition to clauses 1.4 and 3 in relation to AICD online courses for Directors	Approved by the Board 12 April 2019
2.2	30/11/19	Inclusion of ARUS Representative role for President and change RACS PDSB representative role from the Past President to the RACS Councillor. Updated current Board Subcommittees.	Approved by the Board 30 November 2019
2.3	30/11/2019	Updating Board subcommittees to reflect discharge of Mesh and Registry Committees	Approved by the CEO 30 Nov 2019.
3.0	30/08/24	Amendment to provisions related to Director Education: Cl 1.4, 1.5 & 3.	Approved by Board 30 August 2024
3.1	10/01/25	Correct spelling.	Approved by the CEO 10 Jan 25
4.0	August 2026	Addition of ANZSU President role, update Board Sub-Committees, addition of Section Chair duties to Section Representative role.	

Review date

This Charter will be reviewed at least every 2 years by the Board to ensure continual improvement in governance and currency of mandatory codes and other accountability requirements.

The next review date is August 2029.

Contact

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