



# Therapy Focus

## Board Charter & Governance Policy

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## 1. Purpose Of Charter & Governance Policy

This Board Charter sets out the role, composition and responsibilities of the Board of Directors (“the Board”) of Therapy Focus Ltd (“the company”).

## 2. Board Roles and Responsibilities

The following lists roles and responsibilities of the Board. The Board, while meeting its responsibilities, is mindful of the company’s purpose and the objects of the company as embodied in its Constitution. The Board reserves the right to review and amend this list from time to time as is considered necessary.

<b>Principles</b>	<b>1. Purpose and Strategy</b> <i>The organisation has a clear purpose and a strategy which aligns its activities to its purpose</i>
<b>Supporting Practices</b>	<p>1.1 The organisation’s purpose is clear, recorded in its governing documents and understood by the Board.</p> <p>1.2 The Board approves a strategy to carry out the organisation’s purpose.</p> <p>1.3 Decisions by the Board further the organisation’s purpose and strategy.</p> <p>1.4 The Board regularly devotes time to consider strategy.</p> <p>1.5 The Board periodically reviews the purpose and strategy.</p>
<b>Principles</b>	<b>2. Roles and Responsibilities</b> <i>There is clarity about the roles, responsibilities and relationships of the Board</i>
<b>Supporting Practices</b>	<p>2.1 Directors’ roles are clear and understood by the Board.</p> <p>2.2 Directors understand and meet their duties under the law.</p> <p>2.3 Delegations of the Board’s authority are recorded and periodically reviewed.</p> <p>2.4 The role of the Board is clearly delineated from the role of management.</p> <p>2.5 Delegation of the Board is described in the Delegated Authority Policy.</p> <p>2.6 Matters Reserved for Board Approval are listed in Appendix 1 of this policy.</p> <p>2.7 Director Conflict of Interests are managed by following the Director Conflict of Interests Procedure.</p> <p>2.8 Director Code of Conduct is managed by the Code of Conduct Policy.</p>
<b>Principles</b>	<b>3. Board Composition</b> <i>The Board’s structure and composition enable it to fulfil its role effectively</i>
<b>Supporting Practices</b>	<p>3.1 Directors are appointed based on merit, through a transparent process, and in alignment with the purpose and strategy.</p> <p>3.2 Tenure of Directors is limited to encourage renewal and staggered to retain corporate knowledge.</p> <p>3.3 The Board reflects a mix of personal attributes which enable it to fulfil its role effectively.</p>

<b>Principles</b>	<b>3. Board Composition (cont'd)</b>
<b>Supporting Practices (cont'd)</b>	<p>3.4 The Board assesses and records its members' skills and experience, and this is disclosed to stakeholders.</p> <p>3.5 The Board undertakes succession planning to address current and future skills needs in alignment with the purpose and the strategy.</p> <p>3.6 The Board operates sub-committees, where it appoints and rotates members from the Board.</p> <p>3.7 The Board develops and approves the sub-committee's Terms of Reference.</p>
<b>Principles</b>	<b>4. Board Effectiveness</b> <i>The Board is run effectively, and its performance is periodically evaluated</i>
<b>Supporting Practices</b>	<p>4.1 Board meetings are Chaired effectively and provide opportunity for all Directors to contribute.</p> <p>4.2 Directors seek and are provided with the information they need to fulfil their responsibilities.</p> <p>4.3 Directors are appropriately inducted and undertake ongoing education to fulfil their responsibilities.</p> <p>4.4 The Board's performance, as well as the performance of its Chair and other Directors, is periodically evaluated.</p> <p>4.5 The relationship between the Board and management is effective.</p>
<b>Principles</b>	<b>5. Governance</b> <i>The Board demonstrates a sound corporate governance commitment within the organisation</i>
<b>Supporting Practices</b>	<p>5.1 Ensure that the company has appropriate corporate governance structures in place including standards of ethical behaviour and promoting a culture of corporate and social responsibility.</p> <p>5.2 Notify and manage conflicts of interest.</p> <p>5.3 Set, approve, and maintain a framework of delegation and internal control.</p> <p>5.4 Set, approve, and maintain a system for the regular review of the effectiveness of its financial control, internal control, performance reporting, and policies and procedures.</p> <p>5.5 Perform such other functions as are prescribed by law to the Board.</p> <p>5.6 Appoint a Company Secretary of the Company.</p>
<b>Principles</b>	<b>6. Risk Management</b> <i>Board decision making is informed by an understanding of risk and how it is managed</i>
<b>Supporting Practices</b>	<p>6.1 The Board oversees a risk management framework that aligns to the purpose and strategy.</p> <p>6.2 Directors seek and are provided with information about risk and how it is managed.</p>

	6.3	The Board periodically reviews the risk management framework.
<b>Principles</b>	<b>7. Performance</b>	<i>The organisation uses its resources appropriately and evaluates its performance</i>
<b>Supporting Practices</b>	7.1	The Board oversees appropriate use of the organisation's resources.
	7.2	The Board approves an annual budget for the organisation.
	7.3	The Board receives and considers measures which evaluate performance against the strategy.
	7.4	The Board oversees the appointment, termination, remuneration and performance of the CEO and Company Secretary.
	7.5	The Board monitors the solvency of the organisation.
<b>Principles</b>	<b>8. Accountability and Transparency</b>	<i>The Board demonstrates accountability by providing information to stakeholders about the organisation and its performance</i>
<b>Supporting Practices</b>	8.1	The organisation's governing documents and policies relevant to its governance are available to stakeholders.
	8.2	The Board oversees appropriate reporting to stakeholders about the organisation's performance and financial position.
	8.3	Members have the opportunity to ask questions about how the organisation is run and to hold the Board to account for their decisions.
<b>Principles</b>	<b>9. Stakeholder Engagement</b>	<i>There is meaningful engagement of stakeholders, and their interests are understood and considered by the Board</i>
<b>Supporting Practices</b>	9.1	The Board understands who the organisation's stakeholders are, their needs and their expectations.
	9.2	The Board oversees a framework for the meaningful engagement of stakeholders.
	9.3	Stakeholders are considered in relevant Board decision making.
	9.4	There is a process for gathering and responding to complaints and feedback from stakeholders.
	9.5	The Board oversees a framework for how the organisation works with and protects vulnerable people.
<b>Principles</b>	<b>10. Conduct and Compliance</b>	<i>The expectations of behaviour for the people involved in the organisation are clear and understood</i>
<b>Supporting Practices</b>	10.1	The Board articulates its expectations of conduct, and the consequences for misconduct, for the people involved with the organisation.
	10.2	The Board oversees compliance with relevant laws, regulations and internal policies.
	10.3	There is a process for investigating misconduct and relevant instances are brought to the attention of the Board.

<b>Principles</b>	<b>11. Culture</b> <i>The Board models and works to instil a culture that supports the organisation's purpose and strategy</i>
<b>Supporting Practices</b>	<p>11.1 The Board defines and models a desired culture that aligns to the organisations purpose and strategy.</p> <p>11.2 The organisation's values are clear, periodically reviewed and communicated to stakeholders.</p> <p>11.3 The Board oversees a framework for the reward and recognition of staff.</p>

### 3. Board Membership

- The Board:
  - Elect a chairperson.
  - Appoint office bearers.
  - Plan for Board succession.
- As per the Constitution the Board should:
  - Have a minimum of three (3) Directors and a maximum of nine (9) Directors.
  - Consist only of non-executive Directors; no member of the Board is a member of the paid staff of the company.
  - Appoint and elect Directors with due regard to the desired overall skill and experience base of the Board in the context of the company's objects, strategies, operations and affairs.
- Directors:
  - Participate on the Therapy Focus Board on a paid basis following the provisions outlined in Clause 60 of the Constitution.
  - Are free from any interest, business, and/or other relationship which could, or could reasonably be perceived to materially interfere with the Director's ability to act in the best interests of the company.
- Membership of the Board, as well as those members participation in meetings, shall be disclosed in the Annual Member's Report.
- Therapy Focus Ltd will maintain a D&O Insurance Policy and a Deed of Indemnity will be signed between Therapy Focus Ltd and each Director.

### 4. Board Meetings

- The Board meets regularly, at least seven times per year and the Company Secretary will prepare an Annual Board Meeting and Committee Calendars and Workplans in consultation with the Board and Committee Chairs.
- There is provision to call special meetings at other times to deal with urgent or special matters.

- Board and Committee Agenda and Papers will be circulated to the Board and Committee Members 7 calendar days prior to the scheduled meeting.
- Board and Committee Papers requiring a decision will be submitted with a Cover Page per Appendix 2.
- The quorum for Board meetings is a majority (more than 50%) of the members of the Board.
- Under the Constitution meetings may be held using any technology that gives all the Board members an opportunity to participate.
- There are opportunities for informal interactions among Board members.
- The agendas of the Board maximise discussion time.
- The Board may invite guest speakers, including managers, to attend Board meetings.
- The Board makes decisions by either consensus or by putting an issue to a vote.
- When a vote is held, each Director has a deliberative vote.
- If there is an equal number of votes, the person presiding at the meeting shall have a casting vote in addition to their deliberative vote.
- Directors are expected to attend at least 75% of Board meetings, including attendance at committee meetings and briefings.
- The Chairperson shall be first amongst equals.
- Proceedings of all meetings are minuted and signed by the Chairperson of the meeting.
- Minutes of all Board and Committee meetings are prepared by the Company Secretary and reviewed by the Board and Committee Chair prior to circulation within 14 calendar days and approval by the Board and Committees at the subsequent meetings.

## 5. Board/CEO Relationship

- The CEO is not a member of the Board.
- The roles of the Chairperson and the CEO are strictly separated.
- The Board has no operational involvement in the conduct of the company's business activities and delivery of services.
- Where individual Board members do need to become involved in operational matters, they should separate their strategic role (where they operate independently of any direction) from their operational role (where they act at the direction of management).

## 6. Delegation

- Subject to the Board's ultimate responsibility for oversight under Item 3, the Board may delegate to its Committees, a Director or any other person in authority to perform any of its functions and exercise any of its powers.
- The Board has delegated authority for the operations and administration of the company to the CEO as detailed in the Delegation of Authority Policy.

- The Board has reserved matters for Board approval per Appendix 1.
- The Board may give orders and directions to the CEO, but not to other employees of the company.
- No individual member of the Board shall give orders or directions to any employee of the company.

## 7. CEO Responsibilities

- The policy framework that applies to the operations of the company
- Addressing key management and operational issues within the direction and the policies laid down by the Board
- Developing and implementing organisational strategies and making recommendations to the Board on significant strategic initiatives
- The achievement of the strategic objectives detailed in the Strategic Plan
- Developing the annual budget and managing day-to-day operations within the budget
- Maintaining an effective risk management framework
- Keeping the Board and regulators informed about any developments with a material impact on the organisation's performance
- The efficient and effective operation of the company
- Managing day-to-day operations in accordance with agreed standards for social, ethical and environmental practices.

## 8. Review Of Charter and Governance Policy

The Board will review this Charter biennially to ensure it remains consistent with the Board's objectives and responsibilities.

## 9. Publication Of the Charter and Governance Policy

A copy of the Charter and Governance Policy is available at [www.therapyfocus.org.au](http://www.therapyfocus.org.au).

## 10. Related Documents

- Corporations Act 2001
- Therapy Focus Constitution
- Code of Conduct Policy
- Director Conflict of Interest Procedure
- Whistleblower Policy
- Financial Management Policy
- Risk Management Framework
- Delegated Authority Policy

## Appendix 1

### Matters Reserved for the Board

The following decisions must be referred to the Board for approval:

#### ***Business Strategy***

- Approval of the strategic framework and objectives
- Approval of the strategic plan
- Approval of the annual budget (operating and capex)
- Approval of priorities and key performance indicators
- Approval of contracts above the delegated monetary limit
- Major transactions/Capex not included in the annual budget

#### ***Appointments***

- Appointment or removal of the CEO and remuneration
- Appointment or removal of the Company Secretary to the Board and remuneration
- Appointment or removal of the Board Chair, Committee Chairs, Committee Members
- Involvement with appointment or removal of Executive Managers and remuneration

#### ***Board and Executive Management***

- Delegations of authority to the CEO
- Ratification of the organisation chart
- Approval of remuneration and incentive policies
- Executive overseas travel approval
- Approval of succession plans
- Disclosures of conflicts of interests
- Assessment of the organisation's, CEO and Company Secretary performance
- Assessment of Board and Committee performance and governance practices
- Matters concerning the governance of the organisation

#### ***Relations With Members***

- Arrangements and documentation for the AGM and other member meetings
- Matters relating to reports required by the Corporations Act and Constitution
- Recommendations for nomination of directors for election by voting members
- Approval for membership applications, membership fees and director remuneration
- Appointment or removal of External Auditor



### ***Financial Matters***

- Approval of annual accounts and Directors reports
- Approval of the internal audit plan and appointment or removal of Internal Auditor
- Approval for any borrowings or giving security over an asset
- Approval for new bank accounts, term deposits and signatories
- Acceptance of audit reports and management letters
- Approval of any significant change in the accounting policies or procedures
- Approval of operating and capex expenditure above approved limits
- Approval and periodic review of the internal control framework
- Approval of the annual review report
- Approval of grant applications and acceptance above approved limits
- Approval of donations, gifts and sponsorships above approved limits

### ***Organisation Structure***

- Approval of a new business/service line outside of ordinary course of business or discontinuation (Identify Need, Proof of Concept, Business Case Approvals)
- Approval of a new subsidiary/entity or discontinuation
- Approval of a new joint venture or acquisition

### ***Risk, Insurance & Reporting Systems***

- Approval and periodic review of the Risk Management Framework
- Approval of Risk Appetite Statement
- Approval of risk management assessment systems and policies
- Approval of reporting systems
- Approval of the insurance program and premiums
- Appointment of the insurance broker

### ***Communications/Legal***

- Approval of actions or transactions involving legality or propriety
- Approval of public statements/communication concerning matters decided or approved by the Board (including reputational and legally motivated matters) and the nomination of the spokesperson

### ***Policy Approvals***

- Access Management & System Administration Policy
- Assets & Hardware Policy
- Board Charter & Governance Policy
- Celebration of Difference Policy
- Constitution
- Code of Conduct Policy
- Conflicts of Interest Policy
- Cyber Security Policy
- Data Governance Policy
- Debt Collection Policy
- Delegation Authority Policy
- Director Professional Development Policy
- Financial Management Policy
- Modern Slavery Policy
- Investment Policy
- Preservation & Recovery Policy
- Privacy Policy
- Quality Policy
- Risk Management Framework
- Risk Management Policy
- Risk Appetite Statement
- Whistleblower Policy
- Workplace Health & Safety Policy