



## **BOARD OF GOVERNANCE TERMS OF REFERENCE**

### **1. Objectives and responsibilities**

The objectives and main responsibilities of the Board are to:

- 1.1. achieve and maintain best practice in organisational governance;
- 1.2. ensure the objects contained in the HNSW constitution are met and maintain a long term oversight of HNSW and its work;
- 1.3. make strategic and major decisions about the HNSW's vision, mission, objectives and key policies and approve the HNSW Strategic Plan;
- 1.4. ensure that risks are monitored and minimised and that statutory and funders' obligations are met;
- 1.5. support the CEO in the performance of their duties in the day-to-day management of the organisation;
- 1.6. ensure the needs and interests of relevant people and agencies are taken into account when making decisions; to ensure adequate resources – primarily personnel and funding – are available to carry out HNSW's activities;
- 1.7. monitor HNSW's financial operation and ensure the current and future financial viability of the organisation;
- 1.8. monitor the strategic direction of HNSW and ensure appropriate action is taken when objectives are not being met, or are not being met properly
- 1.9. take legal responsibility for HNSW and all its actions or inaction.
- 1.10. Other related matters as referred by the Board

### **2. Membership**

The HNSW Constitution Board has the capacity to have elected or appointed to it a maximum of sixteen (16) members as follows:

- 2.1. Nine (9) Ordinary members elected by HNSW's organisational membership at each
- 2.2. The Board shall consist of financial members who are NSW residents and shall comprise:
- 2.3. up to nine (9) ordinary members each of whom shall be elected pursuant to rule 19 and who, in accordance with rule 19.6, shall determine which of their number will fill the office bearer positions;
- 2.4. up to two (2) members clearly identifiable as able to further the objects of the association and appointed by the Board;

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Approved By: HNSW Board

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- 2.5. (c) up to one (1) member nominated by a community organisation representing people who inject drugs and approved by the Board;
- 2.6. (d) up to one (1) member knowledgeable of the interests of rural people affected by viral hepatitis, that person being selected by the Board of the association;
- 2.7. (e) up to two (2) co-opted persons diagnosed as having viral hepatitis or having had viral hepatitis; and
- 2.8. (f) up to one (1) member representing volunteers of Hepatitis NSW Inc, that person being selected by the volunteers of Hepatitis NSW Inc.

### **3. Secretariat**

Secretariat services will be provided by the following senior staff who will also attend and participate in the meetings

- 3.1. Chief Executive Officer
- 3.2. Deputy Chief Executive
- 3.3. Office Manager who shall attend to take notes and write draft minutes
- 3.4. In the absence of the above the Chair shall ensure secretariat services are provided.

### **4. Powers and procedures**

- 4.1. The Board will meet face-to-face, with a minimum of six meetings per financial year. Board members may join by phone or videolink.
- 4.2. The President of the HNSW Board will be the chair of the Board and will work with the CEO to convene meetings and coordinate the agenda, guided by an annual calendar developed by the CEO and agreed by the Board in advance of the calendar year ahead.
- 4.3. The agenda and meeting papers will be circulated 7 days in advance of each meeting and draft minutes will be circulated to Board members one week after each meeting and approved at the next scheduled meeting of the Board.
- 4.4. HNSW has two Sub-Committees (S-C), the Finance, Audit, Compliance and Risk (FACR) S-C and the Human Resources & Remuneration (HR&R) S-C. They are not decision making bodies. Each has its own Terms of Reference agreed by the Board. The S-C's roles are to consider in detail all matters within their remit and make recommendations to the Board on those items of business within their remit. All recommendations from each of HNSW's two Sub-Committees' meetings must be presented at the next scheduled HNSW Board meeting following or out-of-session for determination.
- 4.5. The quorum for the meeting is five (5). The process for dealing with meetings when a quorum is not reached is contained in the HNSW Constitution.
- 4.6. Conflicts of interest are to be called for by the Chair under a standing agenda item of meeting of this sub-committee