



## **Coeliac Australia Limited**

ACN 096 395 461  
ABN 60 103 887 670

# **Charter**

As amended by the Board - 7<sup>th</sup> May 2024

## Introduction

This document outlines the governance policy of Coeliac Australia Limited (CA) in the form of a Charter. The purpose of this Charter is to clearly define the respective roles, responsibilities and authorities of the Board of Directors (both individually and collectively), Committees, Working Groups and management in setting the direction, the management and good governance of the organization.

This Charter is a living document. The Charter will be regularly reviewed and updated to reflect changes in the environment within which CA operates, and amendments and developments in Board policies and procedures. It is the responsibility of the CA Chair to ensure that the Board is consulted regarding any changes and updates; that the Charter is kept current and is reviewed and amended at least biennially; and that all Directors are provided with the latest versions of the Charter.

This document should be read in conjunction with the CA Constitution, and it should not conflict with the Constitution in any way. If such a conflict occurs, the Constitution shall prevail.

Any reference to gender in this Charter should be interpreted as applicable to both males and females. Any word or term used in this Charter that is defined in the Constitution has the same meaning in this Charter as its meaning in the Constitution.

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# Part 1 – The Board

## GOVERNANCE FUNCTIONS

### 1. Role of the Board

The Board is the governing body of CA. The Board derives its authority from the Constitution, general law and the Members of CA. The Board upholds the CA Constitution.

The Board's primary roles are:

- To set the strategic objectives of the Company;
- To approve the annual budget for the Company;
- To determine the risk appetite of the Company and ensure appropriate risk management strategies are in place; and
- To ensure the Company is meeting its legislative and regulatory obligations.

CA is accountable to its Members through the Board and is governed by its Constitution and this Charter. Operational decisions regarding organisational functions are the responsibility of the CEO in accordance with the appropriate delegated authority.

Other roles of the Board include:

- Enable long term success through appropriate and timely strategic thinking, planning and priority setting in line with the organisation's Objects, consistent with the Vision and Mission, and Strategic Goals.
- Seek to ensure delivery in accordance with the Objects and Strategic Goals by setting and monitoring appropriate KPIs.
- Support and enable the CEO to lead and manage the organisation and review his or her performance.
- Provide succession planning for the CEO, Board and senior management of the Company.
- Provide top level oversight of the business on behalf of the stakeholders, members and in accordance with contractual or fiduciary obligations (governance, compliance, reporting and risk management).
- Oversight and high-level participation in the stakeholder and member engagement plans to ensure effective and efficient stakeholder engagement.
- Together with the CEO, set and model the organisational culture.

- Understand and oversight of, but not operation of, the business. Ensuring an appropriate top level policy framework exists and ratifying specific policies.
- Acknowledge the complexity of CA and seek timely, relevant and appropriate advice.
- Enact the obligations of the Corporations Act, ACNC Act and Constitution.
- Review and continually improve collective and individual performance at Board level.

The Board has collective authority. Individual Directors have no authority unless specifically delegated and minuted by the Board. In this case they are enacting the collective authority of the Board, not their own individual authority.

Each Board Director is personally liable for the proper governance of the Company and will be held accountable via the various duties and responsibilities imposed by law and by the Board.

This Charter is reviewed biennially as a part of the Board development process.

## 2. Composition of the Board

### 2.1 Types of Directors

The Constitution provides for two categories of directors being Member Directors, who must be Members of CA, and Independent Directors, who are not Members, but are appointed by the Board on the basis of their skills and expertise and as required to enhance the collective capability of the Board from time to time. The criteria for selecting directors are set out in **Part 3 – Directors**.

### 2.2 Number of Directors

The composition of the Board is determined in accordance with CA's Constitution, which among other elements allows that:

- The Board must comprise between 3 and 9 Directors.
- All Directors are appointed by the Board after advertising appropriately for applicants.
- Directors are selected for appointment based primarily on their skills and experience and the needs of the Board at the time.
- There must a majority of Member Directors, who are Members of CA.
- The Board may appoint up to three (3) Independent Directors, who must not be Members.
- All Director appointments must be confirmed by resolution of Members at the next Annual General Meeting.

- The Members may nominate a person for appointment as a Director. It is a requirement that any such person will have suitable experience and qualifications to be a Director.

These provisions allow for potential variations in the number of Directors as required to meet the needs of CA from time to time but ensures that the number of Independent Directors cannot exceed the number of Member Directors comprising the Board.

### **2.3 Term of Directors**

All Directors shall serve a three year term with a maximum of three consecutive terms.

### **2.4 Election of Board Office Bearers**

The election of the President and appointment of the Secretary will occur as provided for in the Constitution.

Any Board member may nominate as Treasurer and, if there is more than one nomination, will be elected by the Board by ballot.

### **2.5 Vacation of office**

A Director's position on the Board becomes vacant if any of the conditions outlined in the Constitution occur.

## **3. Directors' obligations**

### **3.1 Legal responsibility of Directors**

All Directors owe a 'duty of care' in accordance with the Corporations Act. This duty of care is summarised as follows:

- A duty to act in good faith;
- A duty not to gain advantage for themselves or others by improper use of their position;
- A duty not to misuse information;
- A duty to act with diligence and care; and
- A duty not to allow the company to trade while insolvent.

Included in a Director's 'duty of care', at all times should be 'fiduciary responsibility' which refers to stewardship. Directors have a stewardship responsibility on behalf of CA and other key stakeholders.



## 4. Role of individual Directors

As Members of the Board, Directors share ultimate responsibility for CA's overall success. Directors are expected to work together to carry out the following roles:

- Help to ensure the highest standards of governance and leadership at CA at all times;
- Assist in CA's strategic planning to ensure the leadership and growth of CA;
- Be confident that at any time there are and will continue to be adequate resources available for the operation of CA, or act to address any actual or prospective deficiency;
- Help monitor the performance of CA, including developing and using realistic Key Performance Indicators (KPIs);
- Listen to CA's members and key stakeholders, and work to ensure CA manages and responds to them appropriately, helping maintain positive working relations;
- Assist in finding the next generation of CA Directors;
- Be prepared for Board meetings or acknowledge at the commencement of meetings not having had the opportunity to prepare as well as desired;
- Maintain CA's solidarity: be prepared to consider and debate matters within the confines of the Board, with informed and meaningful arguments, and to publicly support CA's ultimate decisions; and
- Perform their duties on an assigned Committee or Working Group effectively (if applicable).

## 5. Conflict of interest

### 5.1 Independence and potential conflict

The effective management of conflicts of interest is critical to minimise potential reputation or brand damage, and stress or damage to an individual, the Board or CA as a whole.

Having regard to these guidelines, the Board works on the assumption that a Director is effectively independent. He or she is not a member of Management and is free of any interest and any business or other relationship that could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of CA (which is the statutory obligation of each Director). The Board will assess the materiality of any given relationship that may affect independence on a case-by- case basis.

Each Director's independence is assessed by the Board on an individual basis, focusing on an assessment of each Director's capacity to bring independence of judgment to Board decisions. In this context, Directors are required to promptly disclose their interests in contracts and other relevant directorships and offices held.

Identification of a potential conflict is paramount. A conflict may exist because of:

- Personal interests, particularly but not exclusively personal gain or the potential for personal gain.
- Organisational interests, particularly but not exclusively where a Director may have to consider the same matter within a different organisational setting.
- Other commitments or arrangements individuals have, within and outside CA.
- Family interests.

It is possible for a Director to have a pre-existing potential conflict which is only recognised by the individual (and potentially by others) when a relevant matter is raised in a meeting or after a meeting. The key requirement is that the individual should notify the Chair as soon as he or she becomes aware of the conflict or potential conflict. In the case of the Chair, he or she should notify the Secretary of any potential conflict.

A guiding principle of the Board is that it is critical to manage not just a conflict of interest but also the perception that there is or may be a conflict of interest.

Accordingly, the ability for any or all of the Directors to raise the issue of conflict at any stage is encouraged.

On becoming aware of a conflict or potential conflict the Chair should invoke the Conflict of Interest Management Processes.

## **5.2 Conflict of interest management processes**

CA manages conflicts of interest through four key Conflict of Interest Management Processes, as follows:

### Process 1:

The Chair will provide all members the opportunity at the start of each Board meeting to declare any conflict or raise any concerns regarding perceptions of conflict that have arisen or may arise in the course of tackling the agenda for that meeting.

This item is a standing Agenda item for each Board meeting.

### Process 2:

On being advised of a potential conflict, the Board then decides:

- Whether a conflict exists, and it is substantial enough to continue to require any action, and
- Whether the Director needs to step out from the meeting / discussion, or whether the meeting/Board would benefit from the person remaining, and
- Any other action needed.

Options include allowing the person with the conflict to remain in the meeting but not vote and also the option of remaining in the room, speaking on the issue but not voting. It may be enough that a conflict is declared and recorded, and that Director not speak or vote on the matter.

Whatever action is taken to manage the conflict needs to be included in the minutes or otherwise recorded clearly and transparently.

#### Process 3:

For ongoing matters where a Director has a standing conflict, the Chair should make appropriate arrangements with the Director and others to ensure there is no impact from the conflict.

This should be recorded in the minutes at each meeting.

If the discussion of a conflict of interest involves the Chair, then an Acting Chair needs to be appointed by the rest of the Board to manage the discussion.

#### Process 4:

A conflict register is to be maintained by the CEO and updated by each director and the CEO. It must include the names of organisations of which the director or CEO, or the spouse of the director or CEO, is a director or officer or the holder of a 5% or greater membership interest.

## **BOARD FUNCTIONS**

### **6. Key principles**

The following two key principles underpin the functioning of the Board:

#### **6.1 Board Authority**

- The Board has collective authority.
- Individual Directors have no authority unless specifically delegated and minuted by the Board. In this case they are enacting the collective authority of the Board not their own individual authority.

#### **6.2 One Employee Principle**

- The Board appoints a person to be Chief Executive Officer (CEO).
- The CEO is the one employee with direct responsibility to the Board.
- The Board monitors the performance and tasks of the CEO.
- The CEO monitors the performance and tasks of any and all other staff and volunteers.

- A staff member making a report to or otherwise assisting the Board is always doing so on behalf of the CEO.

## **7. Key Roles**

### **7.1 Role of the President**

The CA Board President role is a key one within CA. The President is considered the "lead" Director and utilises his/her experience, skills and leadership abilities to facilitate CA's governance processes and ensure the success of CA.

The role of the President is also to provide leadership and direction to the Board, Committees and Working Groups as necessary and to optimise the relationship between the Board, CEO, stakeholders and Members.

The President will be elected by the Board from among its number in accordance with the Constitution.

The President will ordinarily chair meetings of the Board and of the Company.

### **7.2 Role of the Secretary**

The CA Secretary is appointed by the Board in accordance with the Constitution and is charged with facilitating CA's governance processes. The CA's Secretary holds primary responsibility for ensuring that the Board processes and procedures run efficiently and effectively as well as compliance duties under the Corporations Act. The CA Secretary is accountable to the Board, through the President, on all governance matters.

### **7.3 Role of the Treasurer**

The Board will appoint a Treasurer from its number in accordance with this Charter to be responsible for the general financial oversight of CA. The Treasurer holds primary responsibility for financial planning and budgeting, financial reporting and ensuring that financial records are properly kept. The CA Treasurer is accountable to the Board, through the President, for ensuring that effective financial systems and procedures have been established, are being consistently followed and are in line with best practice and legal requirements.

While the Treasurer holds primary responsibility in financial matters, it is not expected that he or she will perform these functions but rather will do so with the assistance of the CEO, who will, if appropriate, delegate them to the appropriate staff member or members. It is, however, expected that the Treasurer will have the knowledge, skills and experience to effectively oversee the performance of financial functions and provide guidance on these matters to the Board.

#### **7.4 The Role of the CEO**

The Chief Executive Officer is accountable to the Board to lead and manage all aspects of CA, including the organisation's operational planning, development, delivery and evaluation.

Further details of the CEO's role and responsibilities, monitoring and evaluation and delegation of authority are included in the documented in policies and agreements.

### **8. Partnerships**

It is recognised that CA would not be able to operate successfully without effective partnerships with similar or complementary organisations, education institutions, government bodies and others. The term Partnership in this context does not imply a formal legal relationship but rather an agreement between organisations to their mutual benefit.

The Board is responsible for ensuring that these partnerships are established with the appropriate people and groups, and that they are well managed. From time to time, this may involve Directors or the CEO directly or it may be that others in committees or working groups do the work and the Board keeps track and oversees the work. The President and CEO will play a significant role in the relationship management of partnerships that the Board sees as particularly important, and these will generally be guided by a Memorandum of Understanding.

### **9. Commercial relationships**

Commercial relationships with suppliers, sponsors and other for-profit entities also play a key role in the success of CA. It is important that these relationships be clearly defined, equitable and well managed whether they are a one-off sponsorship or a long term commercial arrangement.

The Board is responsible for ensuring that these commercial relationships are established and maintained to the benefit of the members and that all significant relationships are reviewed regularly. It will generally be the role of the CEO to form, document and manage these relationships on a day-to-day basis, but the President and Board may be more actively engaged with significant commercial relationships as required.

### **10. Stakeholder Engagement and Communication**

Optimising the strategic engagement with Members and stakeholders is the prime responsibility of the President and the CEO with the planned assistance of other individual Directors as required.

Working with stakeholders and managing the relationships, partnerships and networks day-to-day are the responsibility of the CEO.

The CEO will develop and regularly report on implementation of stakeholder relationships with the aim of:

- Developing and maintaining contacts in media and government.
- Documenting and disseminating information to key decision makers.
- Positioning and aligning CA with other similar bodies.
- Developing a good working knowledge of media and government.
- Lobbying and public relations opportunities.
- Developing business networks and working to promote the reputation of CA are important ways for Members to add value to CA.

### **10.1 Communication with media**

The President is the only board member authorised to communicate directly with the media. In circumstances where other board members are asked to provide comment, they should refer the media representative to the President or the CEO.

The President and the CEO may agree to delegate responsibility for media comment to specific directors, members or employees or others in relation to certain limited areas of CA activity.

### **10.2 Communication with internal parties and non-media external parties**

Communication with internal parties within CA (e.g. staff) should ordinarily be undertaken through the President or CEO. In relation to external parties other than the media, it is recognised that Board members may have periodic contact with such parties as a result of attending CA events or other involvement.

Board members should exercise discretion in such circumstances to avoid making any comment that may be purported as expressing the view of the Board as a whole, except with prior permission of the President or the Board.

## **11. Decision making**

### **11.1 Principles of decision making**

It is an important role of the Board to make decisions in the best interests of CA and its members. It is recognised that whilst the Board is a collective decision making body, each Director has an individual and personal liability for decisions.

There are five principles of decision making that should guide this process:

- Did you take reasonable care?
- Did you act in good faith and for a proper purpose?
- Were you not influenced by personal interest?
- Did you make reasonable enquiry?
- Did you reasonably believe that the decision was in the best interests of CA?

## **RISK AND COMPLIANCE**

### **12. Risk management**

The CA approach to Risk Management includes:

- Putting in place sufficient policies and systems to ensure the Board is informed of substantial risks, and mitigation options (taking steps to recognise the impact and/or likelihood of a risk) in a timely manner.
- Allocating resources to conduct risk assessments (identifying and recognising risks) and risk mitigation.
- Establishing and reviewing the Terms of Reference and the expectations of the committee that deals with risk.

The CA Board will seek to improve its risk management progressively over time as well as review major risks at least annually.

### **13. Compliance**

The CA Board is charged with overseeing, reviewing and ensuring the integrity and effectiveness of CA's compliance systems. As such, compliance is a quality control system that will form part of the risk management strategy.

The Board views compliance as an integral function and recognises that for the compliance system to succeed it must be championed by the Board along with CA Management.

### **14. Policy framework**

A key role of the Board is to set the boundaries, or policies, within which the CA must operate.

A Policy Register will be established, to provide a register of each of CA's Policies and Procedures. It should detail:

- When each document was created and updated;
- When it requires review;
- Who is responsible for it; and
- Who administers it.

Review of this framework should occur at least biennially to ensure all Policies and Procedures are accurate, current and relevant to CA.

## **15. Director Protection**

In fulfilling their role, Directors are entitled to rely on information and advice after making an independent assessment of the information or advice, having regard to the Director's knowledge of CA, the complexity of the structure and operations of CA.

Directors are encouraged to do this by ensuring that CA:

- Has the right people and capabilities in its management team and a culture of accountability;
- Has appropriate access to information required for decision making
- Has appropriate access to professional advice to assist in decision making
- Has appropriate insurances in place to protect Directors in the proper performance of their duties.

## **KEY BOARD PROCESSES**

### **16. Board meetings**

Board meetings are a fundamental component of organisational governance as outlined in the Constitution. Each Board meeting is critical, as it is the main opportunity for Directors to:

- Obtain and exchange information with the CEO;
- Obtain and exchange information with each other; and
- Make decisions.

The Board meeting agenda is equally as important since it shapes the information flow and subsequent discussion at Board meetings.



### 16.1 Meeting frequency

The Board will meet at least five (5) times each year with at least two (2) of those meetings being held face-to-face except in exceptional circumstances.

### 16.2 Meeting time and location

The location and time of Board meetings will be advised in the Meeting Agenda prior to each meeting.

### 16.3 Meeting cycle

The Board has adopted an indicative cycle as shown in the table below. This will ensure that adequate time is allowed for review of board papers prior to each meeting.

ITEM	DAYS
Draft agenda prepared by the CEO and forwarded to the Chair	-10
Reports requested and forwarded for inclusion	-10 to -6
CEO updates actions arising from the previous meeting	-6
Board papers and agenda are finalised and signed off by Chair	- 6
All Board papers are circulated to Board meeting attendees	-5
Directors review agenda and attachments prior to board meeting	-5 to 0
Board meeting	0
Draft minutes sent to Chair for review	1 to 7
Final minutes sent to Directors for review	8 to 14

This is an indicative cycle only. The actual timing of events in the lead up to and follow up from Board meetings will be dependent upon the circumstances surrounding each individual meeting.

### 16.4 Conduct of meeting

The President or other chair (where the President is not available) is responsible for the management and conduct of the meeting. The role of the Chair includes the following:

- Ensure that all members are heard;
- Retain sufficient control to ensure that the authority of the Chair is recognised. This may require a degree of formality to be introduced if this is necessary to advance the discussion;
- Take care that the decisions are properly understood and accurately recorded; and
- Ensure that the decisions and debate are completed with a formal resolution recording the conclusions reached.

The CEO is expected to make regular presentations to the Board and may speak but does not have a vote.

### **16.5 Quorum and voting at meetings**

The rules for a quorum and voting are as stated in the CA Constitution.

## **17. Out of session decisions – written resolutions**

If there is an urgent item to resolve, then the Board will follow the following broad approach:

- The communicate is written using a consistent format to aid in effective decision-making, with only the information as needed for the single item decision.
- The communicate is released by the President to all Directors with clear time parameters that are driven by the matter.
- The Secretary ensures that all Directors know that there is an urgent Out of Session Decision email that has been sent to them (usually by phone or text) and advising of the need to please check communicates within 24 hours.
- Acknowledgement of receipt of the communicate is expected as soon as practical from all Directors. The communicate provides the required time frame for response, and the assumption is always that if there is no response other than the acknowledgement, the recommended course of action is not supported by that Director.
- Board members have at least 24 hours or the time frame as per the communicate to consider their response and vote to President and Secretary by return communicate. Other Directors are not copied (CC- ed) in the response.
- Responses are managed by the Secretary and the final decision by the President. If the President decides there is significant dissent in responses, the President may then arrange a phone hook-up or urgent Board meeting but cannot make a unilateral decision unless effecting a formal casting vote.
- To maintain confidence in the process, a summary table of all responses and any decision action is provided by the Secretary through the President in written or email form for the following Board meeting for note. This should include all responses.
- The decision should be noted at the following Board meeting.

## **18. Board meeting agenda**

## **18.1 Agenda content**

The CA agenda includes notice of the meeting, time and location and sets out items of business to be dealt with in the meeting.

The CA agenda is designed to allow sufficient time for Directors to focus on future-oriented, strategic decisions, and it ensures important, but typically more routine, matters such as compliance and fiduciary responsibilities are discharged in an appropriate manner. As such the agenda should be structured in such a way as to ensure all relevant matters are addressed, and that decisions and considerations are aligned to the Strategic Calendar.

## **18.2 Agenda preparation**

The President is to ensure that meeting content will be only those issues that, according to this Charter, clearly belong to the CA Board to decide.

The CEO, in consultation with the Chair, is responsible for preparing an agenda for each CA Board meeting. However, any Director may request items or notices of motion be added to the agenda for upcoming meetings. This request should be made in writing to the President and copied to the CEO. The CEO may circulate the agenda with the Board papers via email or other agreed electronic means.

# **19. Board papers**

## **19.1 Preparation and circulation of Board papers**

The CEO is responsible for the preparation and circulation of Board papers. It is expected that the CEO will receive the appropriate reports from committees, working groups and the relevant staff in a timely manner.

Reports or any other information supporting each agenda item should adequately inform the debate, add to the discussion and help Directors to reach a decision. Effective papers should have the right balance between data and detail, analysis and insight, drawing on relevant expertise. They should be written succinctly, follow a consistent format and clearly identify the issues, stating the resolution recommended.

If a Board paper relates to a matter in which there is a known conflict of interest with a particular Director, the relevant Board paper will be removed by the CEO, on the instructions of the Chair, from the set of Board papers sent to that Director. In the case of the Chair having a conflict of interest, the Secretary should make the decision on the forwarding of Board papers to the Chair. If the Secretary also has a conflict of interest, any Director without a conflict of interest may decide whether the relevant Board papers should be forwarded to those with such a conflict.

## 19.2 Retention of Board papers

The Secretary should maintain a complete set of Board papers at CA's registered address for Corporations Act purposes. Individual Directors may also retain their own Board papers in a secure location.

## 19.3 Note-keeping on Board papers

The only records of Board meetings are the official records kept by the Secretary under the requirements of the Corporations Act. However, Directors may choose at their discretion to keep their own personal notes or comments on Board papers.

Individual Directors should be aware that the personal notes and comments they choose to make are discoverable under law and so should proceed with caution in this regard.

## 20. Strategic calendar

The Board will adopt and manage a three-year Strategic Board Calendar. The Calendar should consist of a rolling cycle of matters for board consideration and decisions including:

- **Governance:** comprising matters such as preparation for the Annual General Meeting, review of governance matters including policy, risk and compliance.
- **Strategy:** comprising a strategy review, input to the strategic plan and finalisation of the plan.
- **Operational plan:** comprising input and sign off of the operational plan and consideration of quarterly reports against the plan.

## 21. Board evaluation

Annually the Board will undertake a cycle of performance review and development based on the following principles:

- Focus on enabling the enhancement of the Board's collective performance and the development of individual Directors;
- The process is agreed as a Board and culminates in setting a development plan for the coming year;
- Involvement of all Directors;
- Use of appropriate technology to minimise the load on support staff; and
- Revisions to the Charter occur as an output from the process.

The evaluation method chosen can range from a simple self-assessment process to a facilitated major review, depending on the circumstances and perceived requirements.

The President should report either verbally (AGM) or in writing (Annual Report) on the method of evaluation used and the focus/actions of enhancement rather than the specific results.

## **22. Director development**

The Board will determine annually at the first full meeting after the AGM the process for Director Development for the year ahead. Director Development may take the form of formal or informal training, mentoring or visits.

## **23. Succession planning**

Succession planning is the series of actions to plan and manage the turnover of Directors and enable the filling of positions created by unplanned departures while causing minimal disruption to the activities of the Board.

The aims of Board succession planning include:

- Endeavouring to ensure the best possible Board composition at all times
- Ensuring that the leadership within the Board is well managed and developed
- Build confidence in the Board by all stakeholders

Succession Planning involves the Board in systematically reviewing its structural requirements and to plan succession around these. It may also be required in the event of an unplanned retirement or departure.

The results of the review will be incorporated in the Guidelines for Appointment contained in the Charter. The Guidelines will be used by the Board in the appointment process for both Member Directors and Independent Directors.

## **24. Committees and working groups**

The Board may form a variety of committees and working groups in order to assist with a task that belongs to the Board and/or to provide clear, well supported advice to the Board. Committees and working groups build expertise and alleviate the workload of the whole Board, as well as enabling the engagement and optimal use of key stakeholders.

Committee and working group powers are subservient to those of the Board and need to be detailed in writing in Terms of Reference. A template for Terms of Reference is included in the Manual.

Committee and working group members are not to be paid remuneration, but CA will pay or reimburse any reasonable and proper expenses incurred by members in carrying out their duties.

In some instances, the Board will direct a committee or working party to research an issue and report back to the Board with a recommendation on that issue. In these instances, the committee or working party has the power to obtain any information necessary to arrive at the recommendation, but the Board retains the final decision-making power.

The Board has ultimate responsibility for actions recommended by any committee or working group.

#### **24.1 Committees**

These are standing groups formed to achieve specific elements of the governance function and have a delegated authority from the Board. Standing Committees will usually be chaired by a Board member and include Board members within their membership but may also include other members on the basis of their expertise and potential to contribute to the Committee.

Committees may be formed from time to time for standing or ongoing tasks with specific terms of reference.

#### **24.2 Working groups**

Working Groups are groups that are formed to achieve a specific need identified by the Board. They are time and outcome limited as defined in their Terms of Reference.

A working group will usually be chaired by a Director and will report formally to the Board on completion of their task.

#### **24.3 Circulation of committee and working group minutes**

All committee and working group minutes are to form part of the business papers for the next Board meeting. Committee minutes are to be noted by the full CA Board. Minutes should be accompanied by a cover sheet that clearly identifies recommendations to the Board, issues to be brought to the attention of the Board (red flag issues) and issues on which clarification is sought.

#### **24.4 Communication between committees and working groups**

The Board should facilitate good communication and information sharing with and between Committees and Working Groups, particularly where their field of activity intersects. This ensures that Committees and Working Groups are not duplicating effort or inadvertently

working at cross purposes. The flow of communication and information sharing will be the responsibility of the CEO.

## Part 2 – Standing Committees

### 25. Medical Advisory Committee

#### 25.1 Role of the Medical Advisory Committee (MAC)

The role of the MAC is to provide independent advice to the Board of Coeliac Australia on matters relating to the care of people with coeliac disease and gluten-related disorders while continuing the search to prevent and cure the condition.

The specific MAC duties include:

- Provide Coeliac Australia with information and advice on current evidence and new developments that may affect people with coeliac disease
- Contribute to the development of evidence-based policies and practices related to the care of people with coeliac disease, especially within Australasia
- Champion the needs of people with coeliac disease in a professional capacity
- Support research initiatives in coeliac disease and contribute to the peer-review and publication process
- Assist Coeliac Australia in the prioritisation and selection of research funding
- Support Coeliac Australia in developing its networks in the health sector
- Review and assess relevant aspects of CA's programs, services, and resources and assist in developing educational materials for members, health professionals and the public, to help to ensure accuracy and relevance
- Actively contribute to growing the pipeline of coeliac disease research including attracting and nurturing early career researchers to help future-proof research in the field

#### 25.2 Delegation of authority from the Board

The MAC Executive has the discretion to seek external advice where necessary to fulfil its duties, however the MAC has no other specific standing delegations or decision-making authority from the CA Board under this Charter. The CA Board may delegate specific ad hoc decisions to the MAC. The MAC is comprised of volunteers and has no financial delegation from the Board.

#### 25.3 Relationship between the MAC Executive and the Coeliac Australia Board:

The MAC Executive is an official Standing Committee of the Board and is pivotal to the work of Coeliac Australia and its objectives as outlined in the CA Constitution. The Board acknowledges this importance by providing the MAC with the opportunity to have a Standing Item on each Board meeting.



It is anticipated that the Chair of the MAC Executive (or in their absence a delegate from the MAC Executive) will present and discuss items that relate to the work of CA as an organisation and to the MAC in particular.

#### **25.4 Composition of the MAC:**

The MAC will aim for representation from the fields of adult and paediatric gastroenterology, primary practice, dietetics, immunology and pathology, and basic/clinical coeliac disease research.

The Medical Advisory Committee has two parts: The MAC Executive and the MAC Advisory Committee.

- The **MAC Executive** oversees the business and functions of the MAC. The composition of the MAC Executive will be filled by nomination and approved by CA Board decision. Board will appoint the Chair of the MAC Executive. The Chair of the MAC Executive will select qualified healthcare professionals to join the Executive. The MAC Executive will meet at least 3 times a year and compose 3-6 Health professionals as approved by the Board and will also include ex-officio members the Chair of Coeliac Australia, CA's CEO, Health Advocacy & Research Officer(s) and such other Directors as shall be deemed by the Board necessary from time to time. An ex-officio member of the Health Advocacy & Research team will act as Secretary to the MAC Executive. A quorum of the MAC Executive will be 1 CA Board Director and 2 members of the MAC Executive.
- The larger **MAC Advisory Committee** will comprise up to 6 professionals as part of a broader group of interested advisors who are knowledgeable and experienced in the one of more of the health streams mentioned above and will be titled the **MAC Advisory Committee**. Inclusion of such people will be via a formal application the MAC Chair and be confirmed by the MAC Executive.

#### **25.5 Meetings of the MAC groups:**

The **MAC Executive** will meet in person or by use of appropriate technology at least twice a year. Members will also be encouraged to attend and participate in other Coeliac Australia events as appropriate.

The minutes of each **MAC Executive** meeting are to be provided to CA Board at their meeting immediately following the **MAC Executive** meeting. At that Board meeting, the **MAC Executive**

Chair will review the key points of the GFRC meeting with the CA Board.

The **MAC Advisory Committee** will meet at the discretion of the MAC Executive.

## **25.6 Standing committee review**

This Charter and the members of the MAC will be reviewed by the CA Board at least every two years.

## **26. Governance, Finance and Risk Committee**

### **26.1 Role of the Governance, Finance and Risk Committee (GFRC)**

The role of the GFRC is to assist the Board of Coeliac Australia (CA) to ensure that financial, operational and corporate governance policies, processes and practices are appropriate for the current and future circumstances of CA.

The specific GFRC's duties include:

- To review the adequacy of policies and procedures
- To review the financial and operational controls
- To review the annual financial statements
- To ensure a compliance culture exists
- To review all insurance arrangements
- To review and make recommendations on appropriate changes stemming from audit findings
- To ensure a risk identification and management framework is in place, and that risks are actively managed
- Oversight of processes by which it ensures CA complies with all external legal and regulatory obligations
- Oversight of business continuity plan
- Development of crisis management plan

### **26.2 Delegation of authority from the Board**

The GFRC has the discretion to seek external advice where necessary to fulfil its duties, however the GFRC has no other specific standing delegations or decision-making authority from the CA Board under this Charter. The CA Board may delegate specific ad hoc decisions to the GFRC. The GFRC is comprised of volunteers and has no financial delegation from the Board.

### **26.3 Composition of the GFRC**

The GFRC will comprise at least two CA Board members and may also comprise external appropriately skilled persons. The GFRC Chair, who will be a CA Board member, will be appointed by the CA Board. The President and Treasurer of CA will be ex-officio members.

A quorum of the GFRC is two members, excluding any ex-officio attendees.

### **26.4 Meetings of the GFRC**

The GFRC will meet in person or by use of appropriate technology at least twice a year.

The agenda together with all relevant Committee papers will be agreed by the Committee Chair and circulated to all members at least ten days prior to each meeting.

A member or ex-officio member of the GFRC will be appointed as the secretary for the purpose of taking meeting minutes and providing administrative support to the Committee. The minutes of each GFRC meeting are to be provided to CA Board at their meeting immediately following the GFRC meeting. At that Board meeting, the GFRC Chair will review the key points of the GFRC meeting with the CA Board.

### **26.5 Standing committee review**

This Charter and the members of the GFRC will be reviewed by the CA Board at least every two years.

## **27. Remuneration and Nominations Committee**

### **27.1 Role of the Remuneration and Nominations Committee (RNC)**

The role of the RNC is to assist the Coeliac Australia Board (CA) to ensure the composition and appointment policies, processes and practices are appropriate for the current and future circumstances of CA.

The specific RNC duties include:

- To establish and manage the annual Board performance review process
- To develop and manage a process for identifying and addressing gaps in Board member skill sets
- To identify the appropriate skill sets for Board members
- To develop and lead the recruitment of Board Directors to ensure Board skill set gaps are filled
- Oversee the Board's annual review of the CEO's performance and remuneration
- To review the adequacy of relevant policies and procedures

- To provide a sounding board for the CEO in staff remuneration and performance reviews

## **27.2 Delegation of authority from the Board**

The RNC has the discretion to seek external advice, where necessary to fulfil its duties, however the RNC has no other specific standing delegations or decision-making authority from the CA Board under this Charter. The CA Board may delegate specific ad hoc decisions to the RNC. The RNC is comprised of volunteers and has no financial delegation from the Board.

## **27.3 Composition of the RNC**

The RNC will comprise at least two CA board members and can also include appropriately skilled external persons where appropriate. The RNC chair, who will be a CA Board member, and other RNC members, will be appointed by the CA Board.

A quorum of the RNC is two members, excluding any ex officio attendees.

## **27.4 Meetings**

The RNC will meet in person or by use of appropriate technology at least twice a year. The minutes of each RNC meeting are to be provided to CA Board at their meeting immediately following the RNC meeting. At that Board meeting, the RNC Chair will share the key points of the RNC meeting with the CA Board.

A member or ex-officio member of the RNC will be appointed as Secretary for the purpose of taking meeting minutes and providing administrative support to the Committee. Where deemed necessary, the agenda together with all relevant Committee papers will be distributed and circulated to all members at least 10 days prior to each meeting.

## **27.5 Standing committee review**

This Charter and the members of the RNC will be reviewed by the CA Board at least every two years.

## Part 3 – Directors

### 28. The power to nominate a Director

The Constitution provides for the Board to appoint both Member Directors and Independent Directors.

The Constitution also provides a mechanism for Members to nominate a person who is a Member to become a Director.

A Member Director may be nominated by a written nomination signed by at least 5% of all Members. If such a nomination is received by the Board at least two weeks before its next meeting, then at that meeting the Board must appoint that person as a Director, as long as they are eligible for appointment as a Director as set out in clause 43 of the Constitution unless such an appointment would result in there being a greater number of directors than the Constitution permits. (That number is currently 9.)

If the nominated person's appointment as a Director would result in there being a greater number of directors than the Constitution permits, then the person cannot be appointed as a Director at a Board meeting, but that person's nomination must be put before the next Annual General Meeting. If the Members at that meeting confirm that person's appointment as a Director, then that person must be appointed, if necessary, in place of an existing Director.

### 29. Process for the appointment of a Director by the Board

The Board appoints both Member Directors and Independent Directors. The process for selection is similar for each type of Director, although a Member Director must be a Member of CA and therefore expressions of interest are sought from among the membership, while an Independent Member must not be a Member of CA and so expressions of interest are sought from outside the membership.

#### 29.1 A Member Director must be a Member

The Constitution requires that a Member Director must be a Member of CA. That requires that the person is a financial member and does not owe any money to CA.

The person must also be eligible for appointment as a Director as set out in clause 43 of the Constitution.

#### 29.2 An Independent Director must not be a Member

The Constitution requires that an Independent Director must not be a Member of CA. However, that does not exclude Affiliates or members of the family of a Member from being

a Director as long as the person is eligible for appointment as a Director as set out in clause 43 of the Constitution.

### **29.3 Advertising for Directors**

When seeking nominees for appointment as a Director (not including the re-appointment of an existing Director who is eligible for re-appointment), the Board should take the following steps:

- The Board and the RNC should consider what (if any) particular skills and experience are needed to add to the overall skills and experience of the Board as a whole, having regard to any recent skills matrix or other analysis of the existing Directors, from which relevant appointment criteria are to be prepared.
- The Board should appoint a selection panel from the Board Directors that includes the President and at least one member of the RNC, to draw an appropriate advertisement, select a shortlist of nominees, to interview appropriate nominees and to make a recommendation to the Board.
- CA should place advertisements in appropriate media and other locations (including on its website), describing the skills sought and seeking expressions of interest for appointment to the Board. The advertisements should direct interested persons to an online expression of interest form, which the nominees should forward in the first instance to the President and to the Chair of the RNC. Recruitment of Independent and Member Director appointments will be canvassed broadly.
- After the deadline for expressions of interest has passed, the panel should meet to discuss the nominees and to prepare a shortlist.
- The panel should interview the shortlisted nominees and should then make a recommendation to the Board.
- The Board should consider the shortlisted nominees and the recommendation of the panel and determine which nominee should be offered an appointment as a Director.

## **30. Guidance for Member nomination of a Member Director**

While Members can nominate a person for appointment as a Director, in doing so they and the nominated person should take into account the following considerations.

### **30.1 The Person must be a Member**

The Constitution requires that the person must be a Member of CA. That requires that the person is a financial member and does not owe any money to CA.

The person must be eligible for appointment as a Director as set out in clause 43 of the Constitution.

### **30.2 The Person must comply with the guidance for all Directors**

See below.

## **31. Guidance for all proposed Directors**

### **31.1 Directors must have a clear understanding of their role**

The role of Director is not to be taken lightly and anyone nominated to this position should have a very clear understanding of what is involved. A checklist of questions that a potential nominee should consider include:

- Have you reviewed CA's Constitution and Charter and are you happy to work within these rules and guidelines?
- Have you reviewed CA's Strategic Plan?
- Do you know what is required of Board members?
- Are you willing to contribute the time and skills necessary to meet those requirements?
- Are you aware of your legal, fiduciary and ethical responsibilities?
- Do you understand that you must act independently and in the best interests of CA when making decisions?
- Have you read CA's most recent Annual Reports and other publications?
- Are you familiar with the achievements and direction of the organisation?
- Would you be proud to have your name associated with CA?

### **31.2 Directors must be willing and able to take a leadership role**

Every Director of CA will be expected to make a significant contribution to the organisation – to actively participate in debate; to be involved in Committees or Working Groups as necessary; to be an ambassador for CA at functions and events.

Preparing for and attending Board meetings is only part of the role and any person considering nomination must understand that they are joining CA's leadership team and must act accordingly.

### **31.3 Directors must contribute to a positive culture**

The tone is set from the top, so creating a healthy culture is also an important role for the Board.

Organisational culture is about the behaviour of people and is influenced by vision, values, norms, systems, language, assumptions, beliefs and habits.

The Board must lead by example in creating or maintaining a healthy culture which includes:

- Abiding by the code of ethics/conduct
- Demonstrating strong and relevant values
- Being committed to the CA's vision
- Avoiding conflicts of Interest
- Maintaining confidentiality
- Ensuring fairness and equity
- Conforming with organisational policy.

The Board cannot just pay lip service to these things—individually and collectively the Board must embody these principles and inspire others to meet their standards.

#### **31.4 Directors should contribute to the skill set and diversity of the Board**

The Board will aim to comprise a range of skills and experience and a diversity of age, gender and other characteristics. The Board will create a Skills Matrix on a regular basis that suggests the desirable skills and experience of Board members and identifies any gaps in that profile.

The nominated Member should have skills and experience appropriate to be a Director of a public company that is a national charity.



## Part 4 – Membership

### 32. Guiding principles

Guiding principles give a foundation for current and future discussions on membership. The following principles should be reviewed on a regular basis to ensure they remain current and reflect the values of the organisation:

- Coeliac Australia is a member-based organisation so membership considerations must be at the centre of all that we do.
- The primary focus of Coeliac Australia is to provide support and information to people living with coeliac disease, dermatitis herpetiformis and other associated conditions requiring a gluten free diet and decisions on membership structure must maintain the integrity of that purpose.
- So far as is possible without compromising the previous principle, the barriers for entry to membership of or affiliation with Coeliac Australia should be reduced or eliminated.
- So far as is possible without compromising Principle 2, a broader range of people should be able to participate in and engage with Coeliac Australia, recognising that those affected by coeliac disease, dermatitis herpetiformis and other associated conditions requiring a gluten free diet are not just those diagnosed with the condition.
- Coeliac Australia recognises that people living with or affected by coeliac disease, dermatitis herpetiformis and other associated conditions requiring a gluten free diet have different needs and priorities depending on their circumstances.

### 33. Members

Members are individuals who subscribe to Coeliac Australia because they have a common need and, through that subscription, are granted a vote and voice to participate in the governance of the organisation.

To maintain the integrity of Guiding Principle 2, only people who have been diagnosed with coeliac disease, dermatitis herpetiformis or other associated conditions requiring a gluten free diet or are the parents/legal guardians of a child under the age of 18 who has been diagnosed with coeliac disease, dermatitis herpetiformis or other associated conditions requiring a gluten free diet, may be Members.

Corporate entities will not be granted membership, but can be involved in CA as a supporter, sponsor, corporate partner etc.

## 34. Classes of Membership

Coeliac Australia Limited will have just two classes of Membership:

- Members
- Life Members

Life Members are those individual members who have made such a significant contribution to the organisation that the Board resolves that they be granted this special privilege. Life Members have all the rights and benefits of membership but are not charged an annual subscription.

The process of the award of life membership is set out in the Life Membership Policy on CA's website.

## 35. Affiliates

CA recognises that there are many people who are not diagnosed with coeliac disease, dermatitis herpetiformis and other associated conditions requiring a gluten free diet who would like to participate in its activities and access its services. These may be family members and friends, people who are unsure of whether they have coeliac disease (pre-diagnosis) or individuals who are simply interested in coeliac disease or a gluten free diet.

In accordance with Guiding Principle 4, CA will be encouraging this broader group of people to engage with Coeliac Australia and participate in its activities and services. These people will be called "Affiliates".

Affiliates, while not having the rights or obligations of a Member, are entitled to participate in activities and access services from Coeliac Australia. While Affiliates would not generally be invited to participate in the governance of the organisation, it would be open to Committees to include individual Affiliates on the basis of their skills and experience and also their different perspective. Should an Affiliate be appointed to a Committee they would have the right to vote in that forum.

## 36. Self-certification

**Guiding principle 4** states that, so far as is possible, barriers to entry should be reduced. Coeliac Australia does not require medical proof of diagnosis for an individual to be admitted to membership. CA instead asks prospective members to self-certify. In the membership application process, people are asked if they are:

- Diagnosed with coeliac disease, dermatitis herpetiformis or other associated conditions requiring a gluten free diet or are the parent or legal guardian of a child under the age of 18 who is diagnosed with coeliac disease, dermatitis herpetiformis or other associated conditions requiring a gluten free diet.
- Family member or friend of an individual diagnosed with coeliac disease, dermatitis herpetiformis and other associated conditions requiring a gluten free diet.
- Unsure of whether or not they might have coeliac disease, dermatitis herpetiformis or other associated conditions requiring a gluten free diet.
- Interested in coeliac disease, dermatitis herpetiformis or other associated conditions requiring a gluten free diet.

Most people will respond honestly to these questions and, although it is recognised that self-certification will allow some people to slip through the cracks, it will give relatively accurate information about status without the need to provide medical proof. It also begins the process of segmentation, along with other demographic and interest based questions included in the membership application process.

## **37. Fees**

Membership fees will be set by the Board annually.

Membership fees may vary between classes of membership, and also between segments within a particular class according to the Membership Strategy in place from time to time.

The Board will also set fees for Affiliates and can, again, vary the fee payable for various Affiliate segments according to the Membership Strategy in place from time to time.

Fees will be set with reference to Guiding Principle 3 – that barriers to entry should be reduced so far as possible.