

Background

In accordance with the COSA Constitution, version 5, approved 3 December 2014:

The Board of COSA shall consist of eight (8) to eleven (11) members: comprising the incumbent President and President Elect, and six (6) members elected by the COSA Council from within its current or previous membership; two (2) may be co-opted as required; and one (1) shall be nominated by Cancer Council Australia.(sub-clause 13.1)

The COSA Council will be responsible for electing new members to the Board as described in sub clause 13.1 (sub-clause 12 f)

The business of COSA shall be managed by the Board who may pay all expenses incurred in promoting and registering COSA, and may exercise all such powers of COSA as are not, by the Corporations Act or by the provisions of this Constitution, required to be exercised by COSA in General Meeting (sub-clause 14.1 a)

This Charter outlines the Board's role, responsibilities, functions, and all processes both in and outside of Board meetings. The Board Charter is intended to complement the COSA Constitution and should be read in conjunction with that document – nothing in the Charter replaces the rules defined by the Constitution.

Role and Responsibilities

- Manage the business of COSA
- Receive advice from COSA Council on matters relating to COSA strategy, programs/projects and other activities
- Establish and monitor the strategic direction of COSA
- Oversee and approve funding (income and expenditure), strategies, programs/projects, activities, and any other major decisions affecting the financial and reputational status of COSA
- Assess progress against Board approved budgets, projects and strategies
- Delegate any of its powers or functions to a committee, director or employee in accordance with the COSA Constitution and the Corporations Act 2011
- Select and review the performance of the COSA Executive Officer, and other senior positions should they arise
- As directors of COSA, Board members have a fiduciary role as stewards of the organisation
- In discharging their responsibilities, Board members have a duty to act in the best interests of COSA as a whole, irrespective of personal, professional, commercial or other interests, loyalties or affiliations
- To act in accordance with the *COSA Board and Committees Code of Conduct*
- Board members will not be remunerated nor paid fees for services to COSA

Nomination Criteria

- The standing of the nominee in the oncology community
- Qualifications relevant to oncology practice and research
- Skill set of the nominee to complement the skill set of the current Board members
- The level of seniority in the nominee's workplace
- Previous and other directorial experience
- The level of further education undertaken by the nominee
- Consideration of their experience as a recognised thought leader and team player
- The nominee's capacity to devote the necessary time and commitment to the role, particularly in light of any other Board or executive appointments
- Declared, apparent and potential conflicts of interest
- A demonstrated commitment to the multidisciplinary philosophy of COSA
- Board representation entails a commitment to COSA as a whole and members will not represent the views or position of any particular COSA Group or Affiliated Organisation
- Any other attributes that the Board and Council believes will benefit COSA

Board Member Competencies

The following broad categories have been identified as desirable competencies of Board members:

- Knowledge and experience in cancer control
- Personal and professional integrity
- Good communication skills and the ability to work harmoniously with fellow directors and management
- Demonstrated and recognised knowledge, experience and competence (or the willingness to obtain such) in business including financial literacy
- Ability to analyse information, think strategically and review and challenge management in order to make informed decisions and assess performance

Co-opted Board members may not be required to have all the above competencies on their initial appointment; however they will be expected to attain them during their term.

Composition and Term

- *The Board of COSA shall consist of eight (8) to eleven (11) members: comprising the incumbent President and President Elect, and six (6) members elected by the COSA Council from within its current or previous membership; two (2) may be co-opted as required; and one (1) shall be nominated by Cancer Council Australia.(Constitution sub-clause 13.1)*
- *The President will fulfil the role of Chairman of the Board (Constitution sub-clause 13.2 b)*
- *The members of Board, the President and the President Elect shall take office from the Annual General Meeting in the year of the election and in the case of the President shall serve a term of two years and in the case of the President Elect shall serve a term of two years and then further shall serve as President for a term of two years (Constitution sub-clause 13.5)*
- Elected Board members (other than the President and President Elect) shall hold office for two years and be eligible for re-election for two further terms, the process for which is defined below

Meeting Proceedings

- *The Board shall meet between 6 and 8 times per year, or as otherwise frequently as the Board sees fit for the proper and dutiful conduct of business (Constitution sub-clause 15.1 c)*
- *Questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the Chair of the meeting shall have a second or casting vote (Constitution sub-clause 15.2)*
- *The quorum necessary for the transaction of the business of the Board shall be a majority of Directors. If at the time of a Board meeting the current membership is an even number, the quorum will be a majority plus one (Constitution sub-clause 15.4)*
- Members must attend at least 50% of the Board meetings held in each calendar year, unless a member obtains the Chair's prior approval for a leave of absence
- The notice and agenda of meetings will include relevant supporting papers as appropriate and be provided to members at least one week in advance of meetings
- Any matters requiring a decision will be decided by a majority of votes of the members present
- All Board meetings will be held in private. The Board may discuss some items covering confidential information not to be recorded in the minutes or divulged outside the Board as "in camera sessions"
- The Board shall provide a report to each Council meeting of key matters discussed and outcomes of Board meetings

Secretariat Duties

- The Company Secretary or another delegated person undertakes the duties of secretariat (at the current time, the role of Company Secretary of COSA is fulfilled by the COSA Executive Officer)
- Proceedings of all meetings are minuted, ratified by members in attendance and signed by the Committee chairman

Board Committees

- The COSA Board has one Committee to assist decision making, supervision and control of the organisation
 - Audit, Risk and Finance Committee to assist and advise the Board on matters relating to the identification of areas of significant business risk and financial review, audit, reporting and monitoring (refer to the Audit, Risk and Finance Committee Charter)
- The Board may establish other Committees or Working Parties to assist the Board to fulfil its responsibilities
- The Board will review and approve Charters for its Committees

Board Nomination and Election Procedure

- *The COSA Council will be responsible for electing new members to the Board as described in sub clause 13.1 (Constitution sub-clause 12 f)*
- The Company Secretary will conduct an annual call for nominations for Board positions each August, whereby all financial COSA members are eligible to put forward nominations. In the

event there are no vacancies, no call for nominations will be conducted. In the event a Board member resigns prior to the end of their term, and following advice from Council, the Board may agree to conduct a call for nominations to fill the vacancy. The nomination and election procedure outlined in this Charter will be followed, and any Board member appointed to fill a vacancy will “act” in the position until officially confirmed by the membership at the subsequent AGM

- Nominations for Board positions must be current COSA members, and existing members of COSA Council or have been such in the ten years prior to the close of nominations
- Each nomination must be signed by the candidate, signifying his/her consent to the nomination, and by the proposer and one seconder, all of whom must be COSA members
- Candidates should be nominated with consideration to their skills, experience and commitment to the objectives of COSA, support for COSA’s multidisciplinary membership, and not to represent the views or position of any particular COSA Group or Affiliated Organisation
- The Company Secretary will conduct an anonymous election of Council members to vote on Board members
- The nomination receiving the highest number of votes will be considered the preferred candidate
- In the instance where multiple Board vacancies exist, the nomination receiving the second highest number of votes will be considered the second preferred candidate, and so on. The Board and Council will review the preferred candidate listing to ensure individuals with the appropriate mix of expertise and skills are appointed to the Board
- Nominees are informed of their success or not by the Board chairman

Re-election of Board Members

The Board acknowledges that corporate performance is enhanced when the Board has the appropriate skill mix and competencies to enable it to discharge its responsibilities and duties effectively. In accordance with this Charter, Elected Board members (other than the President and President Elect) shall hold office for two years and be eligible for re-election for two further terms. The process for re-election is defined as follows:

- At the end of their first term, each Elected Board member will be invited by the Chair to stand for another term; likewise at the end of their second term, Board members will be invited to stand for a third and final term
- Applications from elected Board members offering themselves for re-election will be considered by Council, along with advice from the Board Chairman
- The Council will consider candidates for re-election who have a demonstrated record of high levels of integrity and performance and who can apply those skills and experience to the ongoing benefit of COSA

Co-opted Board members

The Board acknowledges that corporate performance is enhanced when the Board has the appropriate skill mix and competencies to enable it to discharge its responsibilities and duties effectively. In accordance with the COSA Constitution two Board members may be co-opted as required, the process for which is defined as follows:

- The Board and Council will identify a skill or expertise deficient in the current Board membership
- The Board and Council will conduct a search for candidates fulfilling the identified skill or expertise; such searches may be conducted by advertisement both within and outside the COSA membership
- Co-opted Board members will not be required to fulfil all the *Nomination Criteria* and *Board Member Competencies* at the time of appointment; however they may be expected to acquire them during their term
- Co-opted Board members must adhere to all the relevant Charters and *COSA Board and Committee Code of Conduct*
- Co-opted Board members shall hold office for two years and be eligible for re-appointment for two further terms

The process for re-appointment of Co-opted Board members is as follows:

- At the end of their first term, each Co-opted Board member will be invited by the Chair to stand for another term; likewise at the end of their second term, Co-opted Board members will be invited to stand for a third and final term
- Applications from co-opted Board members offering themselves for re-appointment will be considered, and approved if appropriate, by the Board

Review of the Charter

- The Board will review their Charter annually to provide assurance that it remains consistent with its objectives and responsibilities
- The Board must also ensure the Charter reflects current best practice in corporate governance and the duties and responsibilities of not-for-profit Boards

Supporting Documents

- COSA Constitution (Version 5, approved 3 December 2014)
- Audit, Risk and Finance Committee Charter (Version 2, approved 17 October 2014)
- COSA Board and Committees Code of Conduct (Version 1, approved 8 March 2013)