

Background

In accordance with clause 12 of the COSA Constitution, version 6, approved 14 November 2017:

Until the company resolves otherwise, the Company must have at least eight and no more than eleven Directors, who will comprise the Board.

The Board of COSA shall comprise:

- a) the incumbent President and President Elect;*
- b) six (6) directors elected by the COSA Council from within its current or previous membership (being "COSA Council Elected Directors");*
- c) one (1) director nominated by Cancer Council Australia; and*
- d) two (2) directors who may be co-opted by the non-co-opted directors as required (being "Co-opted Directors").*

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
- Directors have a fiduciary role as stewards of the organisation
- In discharging their responsibilities, directors 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*
- Directors will not be remunerated nor paid fees for services to COSA
- Directors on approved COSA business travel will be reimbursed for all reasonable and out-of-pocket expenses incurred while travelling, but not for personal expenses

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 directors
- 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 directors 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

Elected Director Competencies

The following broad categories have been identified as desirable competencies of Elected Directors:

- 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

Composition and Term

- *The Board of COSA shall comprise:*
 - a) the incumbent President and President Elect;*
 - b) six (6) directors elected by the COSA Council from within its current or previous membership (being "COSA Council Elected Directors");*
 - c) one (1) director nominated by Cancer Council Australia; and*
 - d) two (2) directors who may be co-opted by the non-co-opted directors as required (being "Co-opted Directors"). (Constitution sub-clause 12.2)*
- *The President will fulfil the role of Chair of the Board (Constitution sub-clause 12.3 c)*
- *The President will take office having completed two years as President Elect as prescribed in sub-clause 12.4 (Constitution sub-clause 12.3 a)*
- *The President will hold office for two years (Constitution sub-clause 12.3 b)*
- *The President Elect will hold office for up to two years (Constitution sub-clause 12.4 f)*
- *The President Elect will fulfil the role of Deputy Chair of the Board (Constitution sub-clause 12.4 g)*

- *The appointment of a COSA Council Elected Director and/or Co-opted Director will take effect when a signed consent to act as a director is provided by that person to the company. Their appointment as a director will take effect on the date of the signed consent (Constitution sub-clause 12.10 b)*
- *COSA Council Elected Directors and Co-opted Directors shall hold office for two years. (Constitution sub-clause 12.8 a)*
- *COSA Council Elected Directors and Co-opted Directors will be eligible for re-election for two further terms, the process for which is described in clause 12.9. (Constitution sub-clause 12.8 b)*

Meeting Proceedings

- *The Board shall meet a minimum of 5 times per year, or as otherwise frequently as the Board sees fit for the proper and dutiful conduct of business (Constitution sub-clause 14.1 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 directors 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 14.2)*
- *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 half the number of directors plus one (Constitution sub-clause 14.4)*
- Directors 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 directors at least one week in advance of meetings
- Any matters requiring a decision will be decided by a majority of votes of the directors present
- *The Board shall hold all Board meetings as "in camera session" (private), but may invite, at their own discretion, any persons to attend any part of the Board meeting and be invited to speak on agenda items by permission of the Chair to provide reports, advice, counsel and information on matters as requested by directors. (Constitution sub-clause 14.1 a)*
- 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 the directors in attendance and signed by the Chair

Board Committees

- The COSA Board currently 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 groups to assist the Board to fulfil its responsibilities
- The Board will review and approve Charters for its Committees

Director Nomination Procedure

The process for the nomination of COSA Council Elected Directors is as prescribed in Constitution sub-clause 12.6

A person is eligible for nomination as a COSA Council Elected Director of the Company if they:

- (a) are a current COSA Individual Member,*
- (b) are an existing member of COSA Council (as specified in clause 11(c)) or have been such in the ten years prior to the close of nominations,*
- (c) are nominated by two COSA Individual members (a proposer and a seconder),*
- (d) give their signed consent to the nomination, and*
- (e) are not ineligible to be a director under the Corporations Act or the ACNC Act.*

Director Election Procedure

- *The COSA Council will be responsible for electing COSA Elected Directors as described in sub clause 12.7 (Constitution sub-clause 11 f)*
- The process for the election of COSA Council Elected Director is as prescribed in Constitution sub-clause 12.7
 - (a) Subject to clause 12.7(b) the Secretary will conduct an annual call for nominations for COSA Council Elected Directors each May, whereby all COSA Individual Members are eligible to put forward nominations.*
 - (b) In the event there are no vacancies to fill, no call for nominations will be conducted.*
 - (c) In the event a COSA Council Elected Director resigns prior to the end of their term, the Board may agree to conduct a call for nominations to fill the vacancy.*
 - (d) Upon receipt of nominations for COSA Council Elected Directors, the Secretary will conduct an anonymous election of COSA Council members to vote on.*
 - (e) The nomination receiving the highest number of votes will be considered the preferred candidate.*
 - (f) In the instance where multiple COSA Council Elected Director vacancies exist, the nomination receiving the second highest number of votes will be considered the second preferred candidate, and so on.*
 - (g) Nominees are informed of their success or otherwise by the Board Chair.*

Re-election of COSA Council Elected Directors

The process for the re-election of COSA Council Elected Directors is a prescribed in Constitution sub-clause 12.9 (a)

- (i) *At the end of their first term, each COSA Council Elected Director will be invited by the Chair to stand for another term; likewise at the end of their second term, COSA Council Elected Directors will be invited to stand for a third and final term.*
- (ii) *COSA Council Elected Directors standing for re-election will be added to the pool of new Director nominations for the anonymous election as outlined in clause 12.7.*

Co-opted Directors

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 sub-clause 12.2 (d) two directors may be co-opted by the non-co-opted directors as required (being Co-opted Directors”), 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 Directors 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 Directors must adhere to all the relevant Charters and *COSA Board and Committee Code of Conduct*
- Co-opted Directors shall hold office for two years and be eligible for re-appointment for two further terms

Re-appointment of COSA Co-opted Directors

The process for re-appointment of Co-opted Directors is as prescribed in Constitution sub-clause 12.9 (b):

- (i) *At the end of their first term, each Co-opted Director will be invited by the Chair to stand for another term; likewise at the end of their second term, Co-opted Directors will be invited to stand for a third and final term*
- (ii) *Applications from Co-opted Directors offering themselves for re-appointment will be considered, and approved if appropriate, by the Directors (other than the Co-opted Directors).*

Evaluation

To ensure continuous governance improvement, the Board will conduct an annual performance evaluation, the process for which will be agreed and documented.

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
- Audit, Risk and Finance Committee Charter
- COSA Board and Committees Code of Conduct
- COSA Policy 012 Travel – Board and Committees