

**ANZUP CANCER TRIALS GROUP LIMITED ('the Company')**

**ABN: 32 133 634 956**

**BOARD CHARTER**

**1. Role**

The board is responsible for the corporate governance of the company. Its roles are to set the strategic direction, to appoint its CEO and to provide guidance and oversight to the management of the Company and its governance.

**2. Purpose of the Board charter**

The Board has adopted this charter to:

- (a) ensure compliance with the *Corporations Act 2001 (Cth)* and the *Australian Charities and Not-for-profits Commission Act 2012 (Cth)* ('**ACNC Act**'), including its Governance Standards and other applicable laws;
- (b) promote best practice governance to achieve its purpose and objectives as defined in the Constitution of the Company; and
- (c) set out the powers, roles and responsibilities of the Board and how directors exercise and discharge their duties and functions.

This Charter is supported by the Company's policies and Board advisory committee's terms of reference and provides an overview of:

- (a) the structure and composition of the Board;
- (b) the authority delegated by the Board, including to Board advisory committees;
- (c) Board procedures, including how it manages conflicts of interest; and
- (d) transparency, accountability and how the Board provides guidance and oversight to the management of the company.

**3. Role of the Board and directors:**

The directors must act in the best interests of the Company that includes its members as a whole. The board is accountable for the governance and overall direction of the company to achieve its purpose and objectives

The business of the Company is to be managed by or under the direction of the directors.

**4. Responsibilities of the Board:**

The Board is responsible for:

- (a) defining and monitoring the strategic direction of the Company, its culture and its purpose and objectives;
- (b) ethical conduct in compliance with and approving the Code of Conduct of the Company, including its statement of mission, vision and values (such as academic excellence) aligned to achieving the desired culture;
- (c) ensuring that the Company operates and complies with its legal and social governance adopting best practice;

- (d) defining and monitoring Company policies. The policies that support this charter are noted in Schedule 1;
- (e) reviewing and monitoring the Company's performance against its mission and objectives;
- (f) appointing the CEO and the Company secretary and agreeing on and monitoring key performance indicators and where necessary replacing any of those persons;
- (g) reviewing and calibrating risk, in conjunction with the CEO and delegated Board advisory committees, including both financial and non-financial risks and setting the risk appetite within which the Board expects management to operate;
- (h) maintaining a structured transparent reporting process by the CEO to the Board to enable directors to undertake adequate due diligence to discharge their duties;
- (i) oversight succession plans and procedures for directors and management;
- (j) reviewing and approving the CEO's remuneration framework;
- (k) approving and reviewing the annual operating budget proposed by the CEO including revenue targets, trial budgets and organisational cash flow;
- (l) approving the annual financial statements and directors' declaration in consideration of the external auditors, in compliance with constitutional and regulatory requirements;
- (m) determining and approving delegated authority levels of expenditure by the CEO and Board Directors for the operation and performance of the Company; and
- (n) reporting to stakeholders on the performance of the Company.

## **5. The Board and Management**

The Board has delegated the day-to-day management and affairs of the Company to the CEO in accord with the processes that the Board approves, namely:

- (a) Operations;
- (b) financial and capital management and reporting;
- (c) information technology including cyber security protocols; and
- (d) compliance with the limitations attaching to government grants for research and other purposes aligned to the purpose and objectives of the company.

The Board has in place procedures to assess the performance of the CEO and to appoint and replace the CEO, if and when necessary.

## **6. Key areas of Board responsibility include:**

- a) Oversight the financial management of the Company in relation to:
  - i. Clinical Trials Research program;
  - ii. Grants and other income administered under funding agreements; and
  - iii. Fundraising activities.
- b) Review business insurances in conjunction with management, including Association Liability insurance.

## **7. Directors' duties and responsibilities**

- (a) The Board will meet as often and as frequently that the Chair and or directors consider it is necessary to discharge their duties;
- (b) Directors are expected to review all board materials before meeting and all materials in connection with committees to which they are appointed;
- (c) Directors are encouraged to ask questions of the CEO and seek any relevant information from the CEO in order to discharge their duties and to do so prior to meeting to facilitate informed discussion;
- (d) Directors must discharge their duties objectively and independently;

- (e) Directors must not improperly use confidential information they obtain in their capacity as a director; and
- (f) Directors are in a fiduciary position and have statutory and common law obligations to discharge their duties as follows:
  - i. to act with a degree of care and diligence;
  - ii. to act in good faith in the best interests of the Company;
  - iii. to act for a proper purpose and not use their position to gain an advantage for themselves or another or cause detriment to the Company;
  - iv. to disclose to the Board and avoid perceived, potential and actual personal and material conflicts of interest and may vote on whether the Company enters into an agreement in which that Director has an interest or participate in Board discussions, unless the constitution or the *Corporations Act 2001 (Cth)* otherwise prohibits; and
  - v. to cause the conflict of interest to be recorded in the declaration of interests and also recorded in the Board minutes.

Directors are entitled to seek independent advice in the course of undertaking their own due diligence to discharge their duties, with prior approval of the Board Chair. The Company will pay or reimburse the director for any costs incurred in obtaining the advice. The approval of the Chair must not be unreasonably withheld or delayed.

#### **8. Board Meetings:**

- (a) The Board will meet as often and as frequently, that the Chair and or directors consider it is necessary to discharge their duties and responsibilities, and or to respond to any business matters at the request of the CEO. The Board endeavors to meet at least four times a year;
- (b) A director may convene a meeting of the Board. Each director is entitled to receive reasonable notice of a meeting, that is deemed to be not less than 48 hours, unless directors otherwise agree;
- (c) A quorum for a meeting of directors is a majority of the Board and must not be less than three directors. A quorum must be present at all times during the meeting;
- (d) A notice of each meeting confirming the date, time, agenda will be forwarded to each Board member at least five business days prior to the date of meeting;
- (e) The notice for Board members will include papers supporting the matter of business listed for discussion on the agenda;
- (f) A Board meeting may be held by using technology. At least one director must be present at the place of the meeting for its duration;
- (g) The CEO and Company Secretary shall attend board meetings. From time to time the directors may choose to meet without management or officers present; and
- (h) The Board may invite persons to attend or speak at a Board meeting, such as the Chair of a Committee to report on a particular issue.

The Board may also hold additional strategy or education sessions bi-annually or as it deems necessary. These meetings will be administered in the same manner as Board meetings.

The Board reports to the members of the Company at general meetings of members and through e-newsletters.

#### **9. Board membership**

The Board shall comprise a maximum of ten directors and a minimum of three directors.

Directors will be either:

- (a) elected by the members of the Company; or
- (b) appointed by the Board (**Appointed Director**).

Directors will:

- (a) be members of the Company unless they are an Appointed Director;
- (b) be elected to serve a term of three years (**‘Term’**), and are eligible to stand for re-election for a further Term;
- (c) be able to identify and understand emerging business issues and deal with them competently; and
- (d) be able to exercise independent judgment to effectively review and challenge the performance of management.

Appointed Director:

- (a) will be selected on the basis of having an appropriate range of skills and experience to compliment skills of elected Board members and further the aims of the Company;
- (b) include a New Zealand resident as at least one of the four appointed Board members at any one time;
- (c) will be appointed for a term determined by the Board which must not exceed three years;
- (d) must retire from office at the expiry of that term, and
- (e) may be reappointed by the Board on their retirement from office.

Executive Directors:

The Board may, but is not required to, appoint a person holding an executive position of the company as a Board member. A maximum of one person may hold the office of Executive Director at any one time. The Executive Director is appointed for the duration of their employment or engagement in the executive position.

## 10. Role of the Chair

The Chair is a director elected by the members and appointed by the directors at the first Board meeting following each Annual General Meeting of the Company.

The role of the Chair, includes:

- a) providing leadership to the Board, Board advisory committees and the Company, and promoting unity for the Board to work cohesively as one and facilitate effective contribution of each director;
- b) monitoring the performance of the board and its committees, including regularly reviewing the strategic plan of the Company;
- c) to ensure workable and respectful relations between directors and the executive management, particularly the CEO and being the point of contact between the CEO and the Board;
- d) defining and ensuring that the Board implements the corporate culture of the Company;
- e) setting and implementing appropriate governance structures within the Company;
- f) providing procedural control and ensuring that the board has sufficient time to discuss matters of business and oversight the performance and workload of the CEO;
- g) setting the agenda items for Board meetings that may be by agreement with other directors and or in consultation with the CEO;
- h) ensuring that the Board has sufficient information to enable directors to undertake adequate due diligence in the discharge of their duties;
- i) assisting to identify new directors and ensuring continuing education and development of all directors
- j) implementing an independent board review process in consultation with directors;
- k) ensuring there is appropriate communication with members and taking into consideration their interests and concerns;
- l) chairing general meetings of members; and

- m) representing the Board in any public relations capacity, if required.

## 11. Board Committees

The Board may appoint committees, advisory panels or working parties to delegate and assist it in the discharge of its responsibilities. Each committee has its own terms of reference that is reviewed as and when required.

### Committees:

- 11.1. Finance and Audit Committee;
- 11.2. Governance Committee;
- 11.3. Scientific Advisory Committee; and
- 11.4. Consumer Advisory Panel.

#### 11.1 Finance and Audit Committee

The Finance and Audit Committee ('**FAC**') assists the Board in fulfilling its responsibilities, such that:

- (a) it oversees the financial reporting process to ensure full disclosure of the and integrity of financial information;
- (b) it ensures that the internal financial management of the Company has adequate accounting processes and systems, including assessing the performance of the external auditor;
- (c) it ensures that it receives from management reliable and timely financial reporting; and
- (d) the composition of the FAC has at least one member has extensive financial qualifications and experience.

#### *FAC structure, meeting and voting requirements*

- (a) a minimum of three directors of the Board shall be appointed to the FAC. The FAC shall make a recommendation to the Board to appoint one of the directors as Chair;
- (b) the FAC has the power to appoint persons as committee members based upon merit (including, diversity);
- (c) the CEO shall attend all committee meeting as an *ex-officio* member;
- (d) other persons may attend a committee meeting by invitation; and
- (e) a quorum to conduct business is constituted by a majority of members.

#### 11.2 Governance Committee ('**GC**')

The Governance Committee ('**GC**') is appointed by the Board to assist it to fulfill its responsibilities and to ensure that:

- (a) the Company in place has best practice ethical standards and governance policies and practices ('**Governance Standards**') to administer the Company and that are aligned to its values and mission to ensure stakeholder trust, faith and confidence;
- (b) all personnel embrace and adopt the Governance Standards as an integral part of managing the business of the Company in furtherance of its purpose;
- (c) appropriate remuneration policies and processes are implemented for executives to attract and retain executives who create and add value to the business of the Company; and
- (d) processes are in place to identify individuals for potential nomination as members of the Board.

*GC structure, meeting and voting requirements*

- (a) a minimum of three directors of the Board shall be appointed to the GC, and the CEO as an *ex-officio* member;
- (b) The GC shall make a recommendation to the Board to appoint one of its own as Chair and who shall not be Chair of the Board;
- (c) other persons may attend a committee meeting by invitation;
- (d) the GC shall meet at least three times each year or as the Chair may request;
- (e) a quorum to conduct business is constituted by a majority of members;
- (f) each member shall have one vote; and
- (g) all resolutions shall be passed by a majority of members entitled to cast a vote on the resolution.

**11.3. Scientific Advisory Committee (SAC)**

The Scientific Advisory Committee ('SAC') is advised by disease specific subcommittees (Prostate, Renal, Germ Cell and Bladder urothelial and penile) and non-disease-specific subcommittees (Quality of Life & Supportive Care, Translational Research and Consumer Advisory Panel). The SAC and the SAC subcommittees are responsible for oversight of clinical trial research to improve the treatment of bladder, kidney, testicular, penile and prostate cancers.

The SAC consists of a core of members representing the major disciplines relevant to ANZUP, nominated and appointed upon the recommendation of those groups. In addition, Chairs of the SAC subcommittees are members of the SAC by virtue of their appointment as Chair. The SAC members are appointed by the Board.

Key activities include:

- Overarching reporting body for Trial Management Committees for specific clinical trials;
- Identification of clinical and research needs related to the disciplines represented by the SAC;
- Establishment of research priorities based on clinical need and "horizon scanning" for future opportunities;
- Multidisciplinary engagement to discuss areas of need and generate ideas;
- Development and review of new trial proposals;
- Targeted calls for concepts in priority areas;
- Prioritisation of trial proposals;
- Encouragement of involvement of early career researchers to build ANZUP's future research capacity;
- Active involvement of the Consumer Advisory Panel (CAP) in development and review of clinical trial concepts from the consumers' perspective;
- Growth of the profile and awareness among patients and researchers of ANZUP's research in driving improvements in outcomes from urogenital and prostate cancer;
- Communication back to stakeholders and interest groups regarding ANZUP and its activities;
- The SAC reports through the Chair to the ANZUP Board.

SAC Executive includes:

- (e) the Chair of the Board;
- (f) the Deputy Chair of the Board;
- (g) SAC Chair;
- (h) SAC Deputy Chair;
- (i) Subcommittee and CAP Chairs (and in their absence, the Deputy chair);
- (j) CEO; and
- (k) Clinical trials Project manager/s.

*SAC structure, meeting and voting requirements:*

- (a) the Board shall appoint the Chair of SAC;
- (b) Chairs of the sub-committees and Consumer Advisory Panel ('CAP') are members of SAC by reason of their appointment together with the Chair and Deputy Chair of the Board, the CEO and clinical trial project managers;
- (c) SAC shall meet at least 3 times each year, unless the committee deems it necessary to further meet. One of those meetings shall take place in person, unless the committee determines otherwise;
- (d) a quorum to conduct business is constituted by a majority of members;
- (e) each member shall have one vote; and
- (f) all resolutions shall be passed by a majority of members entitled to cast a vote on the resolution.

#### **11.4. Consumer Advisory Panel ('CAP')**

The Consumer Advisory Panel ('CAP') comprises consumer/community representatives who contribute at all levels of governance, from the Board and SAC and its subcommittees through to specific trials and research projects.

The CAP also provides a conduit for communication to the community in order to promote clinical trial research.

*CAP structure, meeting and voting requirements:*

- (a) CAP shall have a minimum of five persons and a maximum of ten;
- (b) the Chair of the Board and the CEO shall attend meetings as *ex-officio* members;
- (c) CAP shall make a recommendation to the Board to appoint one of its own as Chair;
- (d) other persons may attend a CAP meeting by invitation;
- (e) CAP shall meet at least three to four times each year with at least one meeting held in person;
- (g) a quorum to conduct business is constituted by a majority of members;
- (h) each member shall have one vote; and
- (i) all resolutions shall be passed by a majority of members entitled to cast a vote on the resolution.

#### **12. Company Secretary:**

The Company Secretary will be appointed (or removed) by the Board. Each director shall have access to the Company Secretary. The Company Secretary is accountable to the Board and is responsible for:

- (a) advising the Board and its committees on governance matters and ensuring compliance at law, including responding to any regulatory requests in conjunction with external legal advice;
- (b) monitoring that board and committee policies and procedures are followed;
- (c) preparing, compiling and distributing the Board agenda and papers supporting the agenda;
- (d) maintaining accurate and timely minutes of the proceedings of a Board meeting and ensuring they are entered into the Minute book in compliance with the *Corporations Act 2001 (Cth)*, the ACNC Act and the Constitution and circulate Chair approved minutes to directors;
- (e) maintain members registers and other registers required at law or under the Constitution;
- (f) lodging all prescribed statutory forms with regulators to provide notice of change of details and lodging financial accounts;
- (g) ensuring compliance with statutory financial obligations and ensuring accurate accounts are maintained and the annual report is prepared;
- (h) working with the Chair to ensure effective board operation and timely implementation of Board decisions;

- (i) working with the Chair to ensure transparency of Board conduct and disclosure of any perceived, potential or actual conflicts of interest of duty;
- (j) ensuring appropriate insurance coverage for Directors and Officers of the Company; and
- (k) assisting in facilitating the induction and development of directors.

### **13. Review of Board effectiveness**

The Board will participate in a review of its effectiveness in respect of its function and performance of its responsibilities.

The Chair will consult with all directors about the board performance review process, that may include:

- (a) individual performance reviews and assessments for directors, including peer reviews;
- (b) the necessary and desirable competencies and skills of the Board;
- (c) the development and implementation of plans for assessing and enhancing Board capability;
- (d) requisite attendance at Board meetings; and
- (e) any other review mechanisms that the Board may decide.

The Chair, in consultation with the Board, will determine whether or not to engage an external facilitator to conduct the Board review.

### **14. Charter Review and Revocation**

The Board shall review this Charter at least every two years or as required and it may make any amendment necessary to ensure the effective and efficient operation of the Board.

Any amendments to this charter have the effect of revoking those provisions of the charter as at the date of amendment.

### Acknowledgment of Board Charter

Board members must complete and sign the below acknowledgment of Board charter.

I, \_\_\_\_\_, director of the Company have read and understood the Board charter of the Company adopted by the Board on [INSERT DATE]

I acknowledge and agree that I am duly bound as a director of the Company to comply with the requirements of this Board charter and any and all obligations at law in the discharge of my duty as a director.

I agree to resign as a director of the Company if I have been:

- (a) disqualified from managing a corporation within the meaning of the *Corporations Act 2001* (Cth), and or
- (b) disqualified by the ACNC Commissioner under the ACNC Act.

Signed by:

In the presence of:

\_\_\_\_\_  
(sign here)

\_\_\_\_\_  
(sign here)

\_\_\_\_\_  
(print name)

\_\_\_\_\_  
(print name)

\_\_\_\_\_  
Date

\_\_\_\_\_  
Date

**Schedule 1.**

ANZUP Company policies, constituent documents for review and or approval by the Board

i	Constitution
ii	Membership
iii	Code of conduct
iv	Conflict of Interest and Confidentiality
v	Risk management
vi	Publication
vii	Investment statement
vii	NZ Donations
ix	Discretionary funding
x	Whistleblower
xi	Diversity, including Gender
xii	Endorsing and Co-badging of studies
xiii	Privacy
xiv	Financial delegations of authority
xv	Guidelines for business interaction
xvi	Fundraising guidelines
xvii	Travel
xviii	Working from home