

Board Charter

ROLE OF THE BOARD

The role of the Board is to set the strategic direction and to provide leadership and guidance for the organisation to deliver on its strategic initiatives, through strong governance and agile decision making.

KEY RESPONSIBILITIES OF THE BOARD

- ensure that Fight Parkinson's complies with its Constitution, values, vision, and mission
- identify the strategic priorities and direction for Fight Parkinson's, and approve achievable strategic plans
- ensure that Fight Parkinson's complies with all relevant laws, regulations and regulatory requirements
- ensure Fight Parkinson's meets its contractual and statutory obligations
- approve an annual budget and monitor financial performance to ensure solvency and financial health
- identify the roles and functions of any Committees, office bearers or Directors, the Chief Executive Officer, other staff, and personnel
- manage risk by overseeing a risk management framework
- plan for the succession of the Board and Chief Executive Officer
- ensure delegations of authority are clearly defined and documented
- recruit, supervise and evaluate the performance of the Chief Executive Officer
- review and manage the Board's own effectiveness in performing its role
- identify and manage conflicts that may arise within Fight Parkinson's or between it and others
- to promote within Fight Parkinson's a culture of participation, support, development, and wellness ensure that the organisation assesses its social, ethical, and environmental impact.

DUTIES OF DIRECTORS

The Directors are to manage and to have oversight of management of the business of Fight Parkinson's and may exercise all the powers of Fight Parkinson's that are not, by the Act or by the Constitution, required to be exercised by Fight Parkinson's in general meeting.

In accepting their positions, Directors undertake to provide sound governance and effective leadership to Fight Parkinson's. Directors commit themselves to ethical, professional, and lawful conduct, including proper use of authority and appropriate behaviours.

Directors are required to be familiar and comply with the duties to which they are subject under the Legislation and otherwise at law, including the duty to act in good faith and in the best interests of Fight Parkinson's

ROLE AND DELEGATION TO MANAGEMENT

The Board has delegated to the Chief Executive Officer (CEO) the responsibility for the development of the operational plan and the implementation and achievement of the planned targets for Fight Parkinson's as set out in the Strategic Plan.

Management of day-to-day operations is undertaken by the CEO, subject to specified delegations of authority approved by the Board.

Any matters or transactions outside the delegations of authority must be referred to the Board or Board Committee (as applicable) for approval.

DECISION MAKING

Directors should bring an independent judgement to bear on Board decisions and question, request information or raise any issue which is of concern to them so as to canvas fully all aspects of any issue confronting Fight Parkinson's. Directors cast their vote on any resolution according to their own judgement. Outside the Boardroom, Directors are required to support the letter and spirit of Board decisions.

INDEPENDENT ADVICE

Directors, with the agreement of the Chair, may seek independent advice at the reasonable expense of the Company on any matter before the Board for consideration.

CONFIDENTIALITY

Directors will keep confidential Board discussions, deliberations and decisions which are not publicly known. Confidential information received by Directors in the course of the exercise of their duties remains the property of Fight Parkinson's unless that disclosure has been authorised or is required by law.

Directors will not reveal to any other person any confidential information about the business of Fight Parkinson's; employees or volunteers and clients and the Directors understand that this obligation is subject to legal obligation to disclose information and this obligation applies both while they are a Director and after they cease to be a Board Director.

CODE OF CONDUCT

Directors will comply with the Board Code of Conduct and are expected to act ethically at all times whilst undertaking their duties. They are required to not bring the company into disrepute through their actions in their professional or personal life.

BUSINESS OF THE BOARD

The Board are to adhere to the Board Code of Conduct as it relates to public statements and social media comment. Directors are not to engage in social media comment about the business of Fight Parkinson's or with the media in general without the specific approval of the Chair.

CONFLICT OF INTEREST

Directors are obliged to comply with the Company's Conflict of Interest Policy. Conflicts may be actual, potential, or perceived involving personal interests or the interests of any associate. Such conflicts will be recorded in the minutes of the meeting and be added to a Fight Parkinson's Register of Interests. Directors will undertake to advise the Company in writing if a conflict or potential conflict of interest arises in the future and to the Board (excluding the Director) will decide whether the Director will participate in decision making.

Directors will:

- Act impartially and without prejudice
- Identify and disclose any actual, potential, or perceived conflicts of interest
- Not accept gifts or benefits that would influence a decision.

EXPECTATIONS OF DIRECTORS

Directors are expected to commit to a three year term and are expected to make an adequate time commitment to attend Board meetings as scheduled by the Chair in consultation with Directors. Meetings can be attended in person or via remote access such as video or telephone conferencing.

It is expected that Directors attend at least 4 meetings over a period of 365 days. Directors are expected to apply for a leave of absence when they are unable to attend 4 meetings within a given year.

There is an expectation that Directors attend annual strategic planning days and business development workshops.

BOARD SIZE AND COMPOSITION

The size of the Board will be determined in accordance with the Company's Constitution and the Board Recruitment and Composition Policy.

Collectively, Board Directors should have a broad range of skills, experience, and knowledge necessary to guide the business of the Company.

The Board will determine and regularly review the composition of the Board having regard to the mix of skills, experience and knowledge of individual Directors and duration of the terms served by Directors.

INDUCTION AND TRAINING AND DEVELOPMENT

New Directors will undertake an induction program to familiarise themselves with the Company's activities in-line with the Board Induction Policy.

Directors are encouraged to undertake continuous education and professional development relevant to their role as Directors.

DIRECTOR IDENTIFICATION NUMBER (DIN).

Directors must obtain a Director Identification Number (DIN). Directors are required to advise the company of their unique number on their application to be a director of Fight Parkinson's.

CHAIR

The Board will appoint one of its members to be the Chair in accordance with the Company's Constitution.

If the Chair is absent from a meeting the Directors present must select one of the Directors present to act as Chair.

The Chair's role is to provide Board leadership and to facilitate the effective contribution of all Directors and to promote constructive and respectful relations between Directors and between the Board and management. In particular the Chair:

- Provides leadership to the Board enabling efficient organization and conduct of the Board processes and meeting;
- Manages the relationship between the CEO and the Board
- Oversees the Board agenda and provision to Directors of timely, relevant information to assist them to be effective members who fully participate in Board activities;
- Manages the business of the Board by presiding over meetings, resolving differences between Directors and seeing that decisions are reached promptly;
- Managing Board interactions to be effective, open, focused, constructive, collegiate and respectful;

- Encourages debate amongst directors;
- Guides and promotes on-going effectiveness and development of the Board and individual Directors;
- Monitors Board performance;
- Meeting with individual Directors (at least annually) as part of the performance evaluation process;
- Meeting with the CEO on a regular basis to review the CEO's performance against key performance indicators approved by the Board;
- Ensuring that there is a process for the induction of new Board members;
- Ensuring that the Board allocates time each year for strategic planning and development and that strategy alignment is considered as a factor in every Board decision.
- Promoting the interests of the company as a whole to all stakeholders
- Ensuring there is adequate monitoring, pursuit and performance of the goals of the organisation;
- Guiding the ongoing development of the board as a whole and directors individually.

COMPANY SECRETARY

The Board will appoint at least one Company Secretary. Appointment and removal of a Company Secretary will be subject to Board approval. All Directors shall have direct access to the Company Secretary.

The Company Secretary's role includes:

- Ensuring compliance requirements of the Board are met including regulatory filings to relevant statutory and regulatory bodies including but not limited to ASIC (Australian Securities and Investment Commission) and ACNC (Australian Charities and Not-For-Profits Commission).
- Working with the Chair and CEO to maintain and deliver best practice governance.
- Obtaining legal advice at the request of the Board.
- Providing advice and guidance to the Board on governance matters.
- Authorise and sign contracts and leases when required in accordance with the company delegations matrix.

BOARD COMMITTEES

The Board appoints Board Committees to assist the Board in particular areas but the Board cannot delegate its responsibilities. The Board will appoint the Board Committee Chair and Committee members based on individual skills, insights and expertise. The Chair of a Board Committee will report any matters of substance to the next Board meeting. A copy of all Board Committee minutes will be provided to the Board for discussion and noting.

The Board may appoint committees as required and currently has a Governance and Risk Committee, Finance & Investment Committee and a Research Committee. Each Board Committee has its own Terms of Reference which is reviewed at regular intervals and amended by resolution of the Board.

REVIEW OF BOARD EFFECTIVENESS

Every two years Directors will participate in a review of the Board's effectiveness in carrying out its responsibilities, the performance reviews may include:

- A collective review of effectiveness undertaken by the Board;
- Individual performance reviews for directors; (if appropriate)
- Opportunities for directors to give private feedback to the Chair on Board effectiveness; or
- Such other review mechanisms as the Board decides.

The Chair, in consultation with the Board will consider whether or not an external facilitator is engaged to facilitate the annual Board reviews.

CHARTER REVIEW

The Board Charter will be reviewed by the Board every two years or as required.

Any modifications to or replacements of this Charter must be approved by the Board

DOCUMENT CHANGE HISTORY

Version Number	Conducted by	Approved by	Date	Description of changes
1	Governance and Risk Committee	Board	25/6/18	Endorsement of draft
2	Governance and Risk Committee	Board	10/12/18	Endorsement of changes to align with other Board policies
3	Governance and Risk Committee	Board	23/6/22	Endorsement of draft

Appendix 1 – Position Statement (Board Director)

Position	Board Director
<p>Organisational Context</p>	<p>Fight Parkinson's is a specialist information and support service providing information, education and support to people living with Parkinson's, their families, carers, health providers and the wider community.</p> <p>We fund and partner with research organisations to increase knowledge, improve outcomes for People Living With Parkinson's (PLWP), and to support better self-management.</p> <p>We are a not for profit organisation, funded in part by the state government, but also relying on membership subscriptions, donations and bequests to provide and develop services.</p>
<p>Our Mission</p>	<p>To support the development of more effective treatments and a cure for Parkinson's. To enable people living with the condition to lead full and active lives.</p>
<p>Our Values</p>	<p>Community and inclusion The Parkinson's community is at the heart of everything that we do. We know that our community and their experience of Parkinson's is unique, wide-ranging and ever-changing, and we seek to include this diversity in all aspects of our work.</p> <p>Knowledge and empowerment As leaders within the Parkinson's community in Australia, we have a deep understanding of the needs and challenges of PLWP, PWAPD and their families. We always use evidence and best practice to educate and empower our community, building their capacity to self-manage and help them make informed choices.</p> <p>Innovation and advancement We champion a learning culture of innovation and continual improvement. This culture allows us to provide the highest quality support and services to the Parkinson's community. It affects everything we do, and is supported by our global connections, collaborations and research partnerships.</p> <p>Courage and leadership We are committed to making a positive difference to all those living with Parkinson's. We are confident in our expertise, reputation, and ability to create systemic change.</p>
<p>Key Areas of Responsibility</p>	<ul style="list-style-type: none"> • Ensure that Fight Parkinson's complies with its Constitution, values, vision and mission • Identify the strategic priorities and direction for Fight Parkinson's, and approve achievable strategic plans • Ensure that Fight Parkinson's complies with all relevant laws, regulations and regulatory requirements • Ensure Fight Parkinson's meets its contractual and statutory obligations • Approve an annual budget and monitor financial performance to ensure solvency and financial health

	<ul style="list-style-type: none"> • It is expected that Directors attend at least 4 meetings over a period of 365 days. Directors are expected to apply for a leave of absence when they are unable to attend 4 meetings within a given year. • Identify the roles and functions of any Committees, office bearers or Directors, the Chief Executive Officer, other staff and personnel • Manage risk by overseeing a risk management framework • Plan for the succession of the Board and Chief Executive Officer • Ensure delegations of authority are clearly defined and documented • Recruit, supervise and evaluate the performance of the Chief Executive Officer • Review and manage the Board's own effectiveness in performing its role • Identify and manage conflicts that may arise within Fight Parkinson's or between it and others • To promote within Fight Parkinson's a culture of participation, support, development, and wellness ensure that the organisation assesses its social, ethical and environmental impact.
<p>Key Selection Criteria</p>	<ul style="list-style-type: none"> • Demonstrated executive leadership experience in the corporate sector or equivalent in government or medical/ scientific sectors. • Highly developed interpersonal and communication skills, with demonstrated tact and diplomacy • Knowledgeable, with a genuine interest in a wide variety of issues • Demonstrated personal leadership skills encompassing trustworthiness, conscientiousness and reliability • Demonstrated openness and willingness to be transparent, whilst aware of sensitivities • Goal oriented and able to prioritise over the short, medium and long term • Support the purpose and mission of Fight Parkinson's • The ability to exercise sound business judgment and good governance • Availability to attend Board and Committee meetings and represent the Board at other events • Appropriate experience/ specialist expertise and/or professional qualifications
<p>Terms and Conditions</p>	<p>A Director</p> <ul style="list-style-type: none"> • Must be able to hold a position of Director in accordance with the Corporations Act 2001 • Is to be an Independent Non-Executive Director • Is not to exercise the role of CEO of the Company; and • Is not to have previously held the position of CEO of the Company. • Must be able to devote the time to the position • Must be able to undertake pre-employment checks, ideally three professional referees, a police check and evidence of professional qualifications. • Must hold a Director Identification Number

Appendix 2 – Position Statement (Committee Member)

Position	Committee Member
<p>Organisational Context</p>	<p>Fight Parkinson's is a specialist information and support service providing information, education and support to people living with Parkinson's, their families, carers, health providers and the wider community.</p> <p>We fund and partner with research organisations to increase knowledge, improve outcomes for People Living With Parkinson's (PLWP), and to support better self- management.</p> <p>We are a not for profit organisation, funded in part by the state government, but also relying on membership subscriptions, donations and bequests to provide and develop services.</p>
<p>Our Mission</p>	<p>To support the development of more effective treatments and a cure for Parkinson's. To enable people living with the condition to lead full and active lives.</p>
<p>Our Values</p>	<p>Community and inclusion The Parkinson's community is at the heart of everything that we do. We know that our community and their experience of Parkinson's is unique, wide-ranging and ever-changing, and we seek to include this diversity in all aspects of our work.</p> <p>Knowledge and empowerment As leaders within the Parkinson's community in Australia, we have a deep understanding of the needs and challenges of PLWP, PWAPD and their families. We always use evidence and best practice to educate and empower our community, building their capacity to self-manage and help them make informed choices.</p> <p>Innovation and advancement We champion a learning culture of innovation and continual improvement. This culture allows us to provide the highest quality support and services to the Parkinson's community. It affects everything we do, and is supported by our global connections, collaborations and research partnerships.</p> <p>Courage and leadership We are committed to making a positive difference to all those living with Parkinson's. We are confident in our expertise, reputation, and ability to create systemic change.</p>
<p>Key Areas of Responsibility</p>	<ul style="list-style-type: none"> • Regularly attend and contribute to committee meetings • Participate in discussion and make recommendations to the Board • Set priorities in line with the Terms of Reference for the committee • Contribute to papers • Review papers and/or submissions • Review policies and procedures

<p>Key Selection Criteria</p>	<ul style="list-style-type: none"> • Highly developed interpersonal and communication skills, with demonstrated tact and diplomacy • Knowledgeable, with a genuine interest in a wide variety of issues • Demonstrated personal skills encompassing trustworthiness, conscientiousness and reliability • Demonstrated openness and willingness to be transparent, whilst aware of sensitivities • Goal oriented and able to prioritise over the short, medium and long term • Support the purpose and mission of Fight Parkinson's • The ability to exercise sound judgment • Availability to attend Committee meetings • Appropriate experience/ specialist expertise and/or professional qualifications
<p>Terms and Conditions</p>	<p>A Committee Member</p> <ul style="list-style-type: none"> • Must be able to devote time to the position • Must be able to undertake pre-appointment background checks (e.g. police check; referee check)