

# Australian College of Mental Health Nurses Governance Charter

## PREFACE

This Governance Charter is not a legal document. Its purpose is to ensure the strategic guidance of the ACMHN, defining the respective roles, responsibilities and authorities of the Board and the Chief Executive Officer. It guides the effective monitoring of management by the board, and the board's accountability to members. The Governance Charter needs to be read in conjunction with the Constitution.

This document is to be reviewed annually by the Governance Committee.

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## **Corporate Governance Charter Purpose**

The purpose of the Corporate Governance Charter is to provide the Directors of the ACMHN Board with guidance in the discharge of their duty to oversee the affairs of the ACMHN for the benefit of the members. The Corporate Governance Charter has been approved by the Board, and pursuant to this Charter the Board has designated committees to be appointed by the Board to assist the Board in fulfilling its oversight responsibilities.

The main focus of the Board of Directors meeting is to be one of strategic decision making and planning on behalf of the members of the Australian College of Mental Health Nurses in keeping with the constitution.

The main focus of other committee meetings of the College is to offer information exchange and decision making.

### **1. BACKGROUND**

The ACMHN is an Incorporated Association, Incorporated in South Australia, under the Incorporations ACT 1985.

### **2. BOARD STRUCTURE**

#### **2.1 Size and Composition**

The business of Association will be conducted by the Board which will be constituted as follows:

- The Board will comprise a maximum of 9 persons
- President
- 5 Board Directors
- One Director who will be nominated by the Council of Branches
- Up to two additional independent Board Directors
- The Chief Executive Officer (as a non-voting observer)

#### **2.2 Quorum**

- The presence of any three (3) Directors and the President constitutes a quorum.
- If the President is absent five (5) Board Directors constitutes a quorum.
- No business can be transacted by the Board unless a quorum is present.

#### **2.3 Nomination**

The Board has defined, and will keep under on-going review its skill requirements. The Board will seek to augment its skills as required. Potential Directors will be nominated for appointment to the Board on the basis of their identified skills, knowledge and experience to meet the needs of the Board at the time their appointment is proposed. This information will be communicated to members to assist them in their decision whether to confirm the appointment of the nominee.

### 3. THE ROLE OF THE BOARD

The board is responsible for the overall governance, management and strategic direction of the organisation and for delivering accountable corporate performance in accordance with the organisation's goals and objectives.

The Board will be responsible for and have the authority to determine the policy, practices, management and operation of the ACMHN and shall do all such things as may be necessary to be done from time to time in order to carry out the objectives of the ACMHN.

Without limiting this general role, the principal functions and responsibilities of the Board include:

- Providing strategic direction to the ACMHN by defining the corporate objective, approving the corporate strategy and performance objectives, monitoring developments and approving any variations;
- Approving the annual corporate plan and associated budgets and monitoring implementation;
  - Approving all items of capital expenditure above current delegated authority for replacement and essential items and all amounts of operating expenditure outside agreed operational budgets; and
  - Overseeing the process of disclosure and communication including annual external audited accounts and Annual Report.
- Approving significant business decisions;
- Appointing, assessing the performance of, and determining the remuneration of the CEO;
- Requiring appropriate compliance frameworks and controls to be in place and operating effectively;
- Monitoring the integrity of internal control and reporting systems and monitoring strategic risk management systems;
- Overseeing ACMHN's financial position as well as internal and external audit activities;
- Overseeing the review and update of corporate governance practices and procedures;
- Driving Board succession planning;
- Monitoring and influencing ACMHN's culture, reputation and ethical standards;
- Establishing and determining the powers and functions of all Committees of the Board;
- The Board conducts its activities through the Chief Executive Officer and delegates to him / her specific powers and responsibilities.

Delegations to the Chief Executive Officer are contained in the Section 13.

## 4. THE ROLE OF INDIVIDUAL DIRECTORS

ACMHN Directors, in common with all Board Director Responsibilities, have full responsibility for the overall successful operations of the ACMHN.

Specific areas of responsibility include:

- Financial operations and solvency;
- All matters as prescribed by law; and
- The strategic direction of ACMHN.

Directors have no individual authority to participate in the day to day management of the ACMHN, including,

- Making any representations or agreements with member companies, suppliers, government, contractors, employees or other parties or organisations, unless such an authority is explicitly delegated by the Board or President through resolution to the Director either individually or as a member of a Committee.
- Acting as a communications spokesperson for the ACMHN (anyone enquiring on these matters should be referred to the CEO or President of the ACMHN for appropriate delegation).
- Agreeing to any requests for media interviews (these requests should be referred to the CEO of the ACMHN for appropriate delegation).

Directors are to make reasonable enquiries to ensure that ACMHN is operating efficiently, effectively and legally towards achieving its goals, and undertake diligent analysis of all proposals/briefs placed before the Board.

Directors are expected to be forthright in Board meetings and have a duty to question, request information, raise any issue, fully canvas all aspects of any issue confronting the ACMHN and cast their vote on any resolution according to their own decision. However, outside the Boardroom, Directors will demonstrate consensus with Board decisions in discussions with industry organisations, government, suppliers, contractors, staff, members and other parties.

Directors will keep Board papers, discussions and deliberations confidential. A Director shall conduct him/herself in a manner which is consistent with generally accepted procedures for the conduct of Board meetings.

A Director shall adhere to high standards of professional competence and collaboration and conduct themselves in an ethical manner while carrying out duties associated with their position of Director.

Other roles of Directors are defined in the delegations policy.

## **5. PERSONAL CONDUCT OF OFFICE BEARERS**

Directors have an obligation to be independent in judgement and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board.

It is expected that Directors:

- Discharge their duties in good faith and honestly in the best interests of the ACMHN with the level of skill and care expected of the powers attached to that office;
- Should use due care and diligence in fulfilling the functions of office and exercising the powers attached to that office;
- Owe a fiduciary duty to the company using the powers of office for a proper purpose, in the best interest of the ACMHN as a whole;
- Have regard for the interests of all stakeholders of the ACMHN;
- Not take improper advantage of their position, such as making improper use of information gained through their position;
- Not allow personal interests, or the interests of any associated person or other organisation, to conflict with the interests of the ACMHN;
- Not engage in conduct likely to bring discredit upon the ACMHN;
- Should respect and be considerate of their colleagues, employees and stakeholders of the ACMHN;
- Should value diversity and differing opinions of their colleagues, employees and stakeholders of the ACMHN; and
- Should, in the first instance, discuss any perceived breaches of this conduct charter with the President of the Board of the ACMHN.

### **5.1 Conflict of Interest**

Board Directors must exercise objectivity, independence, due care and diligence on all matters. Consistent with ethical and legal obligations, the Board will approve policies and procedures to define conflicts of interest related to the Board service and votes and other potential conflicts relating to all officers.

Directors must disclose to the Board any actual, potential or perceived conflicts of interest which may exist or might reasonably be thought to exist and which may impact upon or influence the activities of the ACMHN.

Any disputes between Directors will be managed through the dispute resolution policy and process.

## 5.2 Access

As there is the occasional need for Directors to be contacted urgently, Directors should leave with the Chief Executive Officer any contact details either for themselves or for a person who knows the location of the Director, so that Directors can be contacted within 24 hours in cases of important business.

## 6. THE ROLE OF THE PRESIDENT

The President's principal responsibilities are to ensure that the Board fulfills its obligations under the Board Governance Charter, the Constitution and as required under relevant legislation, and to provide appropriate leadership to the Board and the ACMHN.

In common with the President of most associations, the President will:

- Establish the agenda for Board meetings in consultation with the Chief Executive Officer;
- Chair Board meetings (If the President is not present within 15 minutes after the time appointed for the holding of that meeting, the Vice President shall act as President for the duration of that meeting);
- Facilitate Board meetings to ensure the discussions are conducted in an open and professional manner where Directors are encouraged to express their views, leading to objective, robust analysis and debate and the core issues facing ACMHN are addressed; and
- Guide and promote the ongoing effectiveness and development of the Board and individual Directors.

In particular, the President will:

- Work with the CEO to ensure the CEO provides the Board with the information it requires to contribute effectively to the Board decision making process and to monitor the effective implementation of Board decisions;
- Maintain a regular dialogue and mentoring relationship with the CEO, serving as the primary link between the Board and management and providing continuity between Board meetings;
- Regularly review with the Chief Executive Officer and such other senior staff as the Chief Executive Officer recommends, progress on important initiatives and significant issues facing the ACMHN;
- Chair the Chief Executive Officer Performance review process; and
- Act as a communications spokesperson for the ACMHN.



## **7. THE ROLE OF THE PUBLIC OFFICER**

The Public Officer must be an Ordinary Member; Fellow or Life Member of the ACMHN and a resident of the state of South Australia appointed by the Board to discharge and perform all the duties and responsibilities required under the Act.

## **8. THE ROLE OF THE CHIEF EXECUTIVE OFFICER**

The Chief Executive Officer will be appointed by the Board. The Chief Executive Officer is responsible for implementing the strategy and policies of the ACMHN as established by the Board and shall serve at the direction of the Board.

The Chief Executive Officer responsibilities will include:

- In conjunction with the Board developing an agreed Strategic Plan;
- Constructing in collaboration with the ACMHN management team, programs to implement the strategic plan;
- Endorsing the terms and conditions of appointment of senior staff and other staff members;
- Providing strong leadership and effective management in order to:
  - Encourage co-operation and teamwork;
  - Build and maintain staff morale at the highest level, and build and maintain a strong sense of staff identity and a sense of allegiance to, the ACMHN;
  - Ensure effective partnerships with the Mental Health Australia who host the ACMHN;
  - Signing agreements with third parties under Board delegations;
  - Ensuring a safe workplace; and
  - Carrying out the day-to-day management of the ACMHN.
- Forming Committees from time to time to assist in the orderly conduct and operation of the ACMHN;
- Keeping the Board appropriately informed of all main activities being undertaken by the ACMHN;
- Representing the ACMHN;
- Maintaining an ACMHN asset register.

The Chief Executive Officer is formally delegated by the Board to authorise all expenditures as approved in the budget, subject to compliance with the documented Delegations Manual.

## 9. BOARD MEETINGS

- Meeting procedures should be fair and contribute to open, transparent and informed decision-making.
- Meeting procedures should reflect levels of formality appropriate for the nature and scope of the responsibilities exercised at the meeting.
- Meeting procedures should be clear and transparent to offer guidance and process to meeting attendees.
- Meeting procedures should be clear and transparent enough to offer certainty to the membership to ensure confidence in the deliberations undertaken at the meeting.
- Unless otherwise constituted, the full Board will meet bi-monthly via teleconference or face to face as determined by the Board.
- Alternatively, a Board meeting can be convened when:
  - The Board or President determine; and/or
  - At least half of the Directors call a meeting of the Board provided all Board Directors are able to participate.
- The date, time and location of Board and Board Committee meeting will be circulated in an annual calendar at the beginning of each calendar year.
- The business of the Board will be conducted in the Board meeting unless urgent decisions are to be made and this will be done via email circulation.
- Attendees will comprise all Directors, the Chief Executive Officer, as well as senior staff involved in items on the agenda for discussion as determined.
- In-camera sessions should be planned ahead of time with the knowledge of the Chief Executive. These meetings are designed to handle sensitive Board issues such as:
  - Internal problems and factions;
  - Board objectives and performance;
  - Board and management succession planning;
  - Reviewing the CEO's performance, compensation and employment status;
  - Reviewing personnel and employment/labour matters;
  - Discussing government policies and their implications for the organization; and
  - Discussing legal advice and litigation.

Minutes of an in-camera meeting should include, at a minimum, the following:

- The place, date and start time of the meeting;
- The persons present;

- Who served as chair and secretary;
- The text of all resolutions;
- The results of votes on all resolutions;
- Any formal objections of directors; and
- The time of adjournment.

In order to maintain confidentiality, minutes of in-camera sessions should be filed separately from other records and only a restricted list of directors should have access to them.

The use of electronic devices such as computers, iPads and mobile phones should be limited to prevent distraction from Board business.

### **9.1 Order**

The President of the Board shall chair Board meetings. In the absence of the chair, the Vice President shall chair the meeting. Further the Vice President and or President may request the Board to appoint one of the Board Directors to act as Chair in any of its general or Board meetings.

A person addressing the Board shall be heard in silence unless a point of order is raised. The chair shall maintain order and conduct the meeting in accordance with these standing orders.

### **9.2 Points of Order**

The chair may call to order a Director who is in breach of the Governance Charter or Constitution. A Director may draw to the attention of the chair a breach of the Governance Charter or Constitution, and must state briefly the nature of the alleged breach.

A point of order takes precedence over all other business until determined. The chair will rule on the point of order.

### **9.3 Interruption of meetings by Directors**

A Director of the Board must not, while at a meeting:

- a. behave in an improper or disorderly manner; or
- b. cause an interruption or interrupt another Director who is speaking.

The chair will rule on any instances of interruptions by Directors. The chair may seek an apology, have a short adjournment, ask a Director to leave the meeting or adjourn the meeting until the next scheduled date. The chair's ruling will be final.

### **9.4 Debate**

Any person wishing to speak shall seek permission from the chair to speak to the meeting. The chair must vacate the chair before entering any debate. The deputy chair will take over the role of chair during this time. If there is no deputy, then the Board Directors will appoint a Director to chair during this time.

Not more than half an hour shall be allowed for discussion of any subject unless time is extended by resolution of the meeting, or it is agreed to adjourn the topic of discussion for another meeting.

## **9.5 Motions**

A motion is required to have a proposer and a seconder, and it is put to the Board for consideration. A motion shall lapse if there is no seconder.

No substantive motion or amendment may be proposed at a meeting which is in substance, the same motion as has previously been proposed and dealt with. A member of the Board may move an amendment/s to any substantive motion provided that if the amendment is carried, and the amended motion would not be contrary to the intention expressed by the original motion.

## **9.6 Voting**

A consensus decision is the preferred option. The chair shall read out the motion before a vote is taken. A motion shall be decided on a 'show of hands' unless a secret ballot has been requested. At the request of any Director, a motion shall be decided by a secret ballot. Decisions made at any meeting of the Board shall be decided by a majority of votes of Directors present. Each Board Director shall be entitled to one vote. Decisions of the Board are final.

If a Director abstains from voting they have exercised their right to refrain from voting. A decision on the motion is arrived at by those persons present and voting. Abstaining does not count as voting and that Director cannot be counted in relation to the total numbers for or against the motion.

Abstaining due to conflict of interest (this is dealt with under section 7.6 of the constitution). All Directors voting for/ against or abstaining are to be recorded in the minutes. No resolution or decision passed at any meeting of the Board shall be rescinded at any subsequent meeting unless notice of the intention to propose such rescission be given in the notice convening the meeting.

# **10. THE BOARD MEETING AGENDA**

## **10.1 Agenda**

An agenda will be prepared for each Board and Committee meeting. The Board meeting agenda will generally follow the format outlined below:

- Record of attendance, apologies
- Declarations of Interests;
- Minutes of Previous Meetings;
- Matters Arising from Minutes;
- Presidents Report;
- CEO Report;
- Financial Reports;
- Minutes of Board Committees;

- Board Briefs;
- General Business; and
- Future Meetings.

The agenda and papers for the meeting must be circulated to Directors a minimum of seven days before the Board meeting.

## **10.2 Agenda Preparation**

The Chief Executive Officer, in consultation with the President shall prepare the agenda.

## **10.3 Matters arising from the Minutes**

- This item will normally cover any item from the previous Meeting Minutes about which any Director may require further information or a progress report and which will not be raised in the main body of the meeting;
- In the first instance, the President will flag matters for reporting;
- At the end of the Presidents flagged "Items Arising", any other Director may raise any item;
- Items will either be dealt with as raised, or it will be noted where in the agenda the item is planned to be discussed; and
- Each item raised and the response will be recorded in the Minutes of the meeting.

## **10.4 Chief Executive Officer's Report**

- The Chief Executive Officer's report is a key component of the Board meeting. It is through this report that Directors are kept apprised of ACMHN operations and activities. It also serves as major documentary evidence of the extent to which Directors asked to be kept informed and were kept informed of ACMHN activities;
- The Chief Executive Officer's report is provided in a written format and expanded verbally by the Chief Executive Officer at the meeting. The written report is included with the Board papers circulated before the meeting;
- The Chief Executive Officer's report may contain information on:
  - Key performance indicators;
  - Overall financial performance;
  - Staffing activities;
  - Operational matters;
  - Committees;
  - Progress on the strategic plan;

- Risk Register and
  - Any other significant items.
- If a decision is required on any aspect of the Chief Executive Officer's report that is not included elsewhere in the agenda the report will contain the recommended resolution; and
  - The resolution accompanying the report is:
 

*"The Chief Executive Officer's report is accepted".*

### **10.5 Committees of the Board**

- Where the Board has established ad-hoc committees or working parties, these will report regularly to the Board on progress;
- These reports will be written, although it is not expected that they be lengthy, except if a major decision is required;
- These reports will be collated by the Chief Executive Officer; and
- Where a decision is required a recommended resolution will be included with the papers.

## **11. BOARD PAPERS**

- The Chief Executive Officer is responsible for the preparation and circulation of Board papers. Board agendas, papers and other related documents will be circulated and stored on a file sharing service. An email will be sent when these documents are on this service.
- All Board papers must be circulated to Directors to arrive a minimum of seven days before the Board meeting;
- No papers requiring consideration or decision can be tabled at the Board meeting, except with unanimous resolution of the Board;
- At a minimum, Board papers must contain:
  - Minutes of the previous meeting;
  - Agenda;
  - Major Correspondence;
  - Chief Executive Officer's Report;
  - Finance Report; and
  - Any Board Briefing papers, requiring decisions.
- All Briefing papers must conclude with the recommended resolution.

## **12. BOARD MINUTES**

- Minutes will contain a brief review of the discussion plus the official resolution adopted by Directors;
- All decisions will be recorded by means of a formal resolution;
- Minutes will be prepared in draft form and provided to the President and Directors for changes as soon as practicable;
- Once the minutes have been adopted by the Board as the second item of business they cannot be amended;
- The Chief Executive Officer will maintain a summary action sheet to be update and circulated each meeting; and
- The minutes are saved in the database and linked to the decision making register.
- Board minutes are not available to members in full as a public document.

## **13. BOARD COMMITTEES**

The ACMHN Board will have the following Board Committees:

Finance, Audit and Risk Audit Committee (FAR)

*See Terms of Reference attached for details*

Credentialing Committee

*See Terms of Reference attached for details*

Endorsement/Accreditation Committee

*See Terms of reference attached for details*

Council of Branches

*See Terms of reference attached for details*

Professional Issues Committee (PIC)

*See Terms of reference attached for details*

Governance Committee

*See Terms of reference attached for details*

Other Committees as agreed by Board

Each committee shall appoint a Chairperson who will take responsibility to ensure meetings are held in accordance with the Board Governance Charter and By-Laws (where appropriate). When required, a working group can be established should the need arise.

## **14. DELEGATION OF AUTHORITY**

### **14.1 Decisions**

The following decisions must be referred to the Board for approval:

- Annual Budgets (including detailed background papers);
- The details of any proposed appointment of any staff member reporting to the Chief Executive Officer, whether budgeted or not;
- Any item above \$10,000 not including approved staffing positions;
- Any major change of policy including, human resources, financial, and operations; and any proposed changes to the delegations policy;
- Any proposed changes to the delegations policy; and
- Any proposed change in strategic direction.

### **14.2 Advice**

The following should be reported to the Board or appropriate Committee for advice/noting:

- Any potential legal action against the College; and
- Any non-routine financial claim against the College.

## **15. MONITORING**

In order to monitor the ACMHN performance, the Board will note the following key performance indicators in addition to the financial reporting:

- Staff numbers;
- Monitor risk to the organisation;
- Cash reserves; and
- Any items previously agreed as key performance indicators by the Board and/or the Chief Executive Officer.

## **16. STRATEGY FORMULATION**

- The Board is to be involved in the development of the strategic plan and the setting of strategic priorities for ACMHN;



- The Board is to endorse the strategic plan for ACMHN;
- The strategic plan will be reported on at each face to face meeting of the Board;
- The operationalising of the strategic plan will be undertaken by the CEO; and
- Progress on the implementation of the strategic plan will comprise part of the Chief Executive Officer's Board report, as applicable.

## **17. SERVICE / ADVICE / CONTACTS**

It is recognised that a key component of directorial duties is providing a sounding-board for the Chief Executive Officer.

In recognition that the Chief Executive Officer - Board relationship is critical to effective corporate governance, Directors should provide frank and honest advice to him / her.

Similarly, all advice should be constructive in nature and provided in a positive manner.

## **18. REVIEW OF CHIEF EXECUTIVE OFFICER'S PERFORMANCE**

Each year the President is to review the CEO's performance against agreed measures, broader expectations and other relevant factors. This will be coordinated through the Governance Committee at an agreed time of the year between the Committee and the CEO. The results of the CEO's annual performance review are to be reported and considered by the Board at the following Board meeting.

## **19. INFORMATION SEEKING PROTOCOL**

Directors are encouraged to develop and maintain positive and supportive relationships with staff. Where the Director has a particular interest in an operational matter, this interest should be pursued through the Chief Executive Officer.

## **20. DIRECTOR INSURANCE**

The ACMHN will maintain each Director's & Officer's insurance for seven years from the date at which they ceased to be a Director.

The ACMHN will maintain appropriate insurance for Directors, volunteers and staff as determined by the Board.

## **21. REVIEW OF THE BOARD PERFORMANCE AND CHARTER**

- The Board undertakes an annual assessment of its performance including its performance against the requirements of its Charter, the performance of individual Committees and the performance of individual Directors. This is coordinated through the Governance Committee
- The Board reviews and assesses the adequacy of this Governance Charter annually to ensure it remains consistent with the Board's objectives and responsibilities and makes any appropriate changes.

## **22. DIRECTOR REMUNERATION**

The position of Board Director is an honorary position. Travel accommodation and out of pocket expenses associated with board meeting will be covered or reimbursed, according to the travel policy.

## **23. DIRECTOR INDUCTION**

New Directors will undergo a full induction in to their role on the Board. Information conveyed to the new Director will include:

- Details of his/her role and responsibilities with an outline of the qualities required to be a successful Director;
- Formal policies on Director appointment as well as conduct and contribution expectations;
- A copy of the ACMHN Corporate Governance Charter;
- A copy of other relevant governance documents will be provided to all directors;
- Details of past, recent and likely future developments relating to the Board including anticipated regulatory changes and so on;
- Background information on and contact information for key people in the organisation including an outline of their roles and capabilities:
  - An industry background briefing, if applicable;
  - Details of past financial performance;
  - Current financial position;
  - Any other important operating information; and
- A synopsis of current strategic directions.

## **24. ADMINISTRATIVE GUIDELINES**

This Governance Charter is supported by the Constitution, By-laws and College policies for the operation of the Board.

## **25. INCONSISTENCY WITH THE CONSTITUTION**

To the extent that there is any inconsistency between this Governance Charter and the Constitution, the Constitution will prevail.

## **26. GLOSSARY OF TERMS**

“Abstain” where are Director is present but elects not to vote for or against.

“Agenda” the list of items of business before the meeting and the order in which it is proposed the meeting should deal with them.

"Board" shall mean the Board of Directors of the ACMHN.

"Board Director" shall mean a Director of the Board, including the Chair. If an individual is serving as a representative of an organisation, "Board Director" shall refer to the organisation. The individual serving on the Board on behalf of that member organisation will serve as a representative of that member organisation, not in a personal capacity. If the Director of the ACMHN is an individual then that person serving on the Board is doing so in a personal capacity.

"Charter" shall mean this Governance Charter of the ACMHN and any subsequent amendments to it.

“Committee” is a small group of people appointed by the Board to carry our specific tasks.

“Constitution” the rules made specific to the ACMHN.

“Deliberative Vote” the vote that expressed the individuals opinion on a matter for decision. All Board Directors have a deliberative vote.

“Executive” this is made up of the office holders, usually the Chair, Vice Chair, (Secretary and/or the CEO)

“Minutes” are the formal brief summary of the proceedings of the meeting in particular decisions of the meeting.

“Motion” is a proposal made for the purpose of obtaining a decision and is read in to the minutes for accuracy. The motion requires a mover and a seconder to be put to the Board.

“Officer” shall mean Employee, Manager, CEO, Contractor, Consultants, Board Directors, President and Public Officers.

“Point of Order” is not a motion; it is an allowable interjection that directs the Chairs attention to an apparent or alleged breach of order, for example absence of a quorum, or introduction of subject matter not relevant to a motion.

“President" means the President of the College appointed in accordance with the rules.

“Proposer” is the person who proposes the motion and explains the motion.

“Secunder” is the person who supports the motion and speaks in support of the motion.

“Quorum” refers to the presence of any three (3) directors and the President or if the President is absent five (5) Board Directors constitute a quorum.

## **27. CONFIDENTIALITY**

Board Directors must keep confidential all information pertaining to matters dealt with by the Board. This includes board meeting minutes, agendas, reports to the Board and associated documents, and information contained in those documents.

The obligation to maintain confidentiality continues to apply even after a person has left the Board.

I have read and understood the above expectations for the position of Board Director for the ACMHN and agree to abide by this Governance Charter and duty of confidentiality.

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Signature

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Date

Each Director to sign a copy and return to the Chief Executive Officer, ACMHN.