



# Healthway Board Charter

(Approved August 2023 )

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## 1. Introduction

The purpose of this Charter is to outline the main functions, roles, and responsibilities of the Western Australian (WA) Health Promotion Foundation Board Members (Healthway Board).

The scope of the Charter applies both to individuals appointed as a Member of the Healthway Board and collectively to the Board.

The Healthway Board operates under the *Western Australian Health Promotion Foundation Act 2016* ([The Act](#)) and is the accountable authority of Healthway. The Board sets the strategic direction and goals and makes all decisions regarding the allocation of funding for grants other than those delegated to the Chief Executive Officer (CEO) in accordance with [Section 9 \(2\) of the Act](#).

In addition to the Act, Healthway is required to comply with a range of legislation. These include the [Public Sector Management Act 1994](#) which is referenced in the Code of Conduct, the [Financial Management Act 2006](#) and the [Auditor General Act 2006](#). A full list of the legislation with which Healthway complies is in the Annual Report.

For the purposes of this Charter, the term “Healthway” is applied and refers to the operating business and activities of the WA Health Promotion Foundation.

## 2. Role and Responsibilities of the Board

The Board sets Healthway’s overall strategic direction and goals; provides strategic oversight; ensures sound governance, reporting and financial management; and makes all decisions about the allocation of funding for grants as per the Act, other than those decisions delegated to the CEO in accordance with Section 9 (2) of the Act, i.e. grant funding of \$5,000 or less.

Section 9 of the Act outlines further requirements, including limitations, in relation to delegations by the Board.

## 3. Role of the Minister

Healthway is owned and funded by the Western Australian Government, and reports to the government of the day. The Minister is accountable to Parliament for the operation of Healthway. The Minister appoints the Presiding Member on the nomination of the Premier. The Premier is to consult with the parliamentary leader of each party in the Parliament before making this nomination. The six other members of the Healthway Board are appointed by the Minister.

Consistent with Part 5 of the Act, the Minister may give written directions to Healthway with respect to the performance of its functions, and Healthway must give effect to any such direction. The Minister must not direct Healthway with respect to the provision of funds or grants to individual organisations.

[Clause 43 \(5\) of the Act](#) states that a decision of Healthway to disburse any money from its account must be approved by the Minister before the money is disbursed.

The Minister is entitled to have access to any information in the possession of Healthway, and to request advice from Healthway, which should be provided in an informed, accurate and unbiased manner.

## 4. Role of the CEO

The CEO is responsible for the day-to-day operations of Healthway in accordance with the strategies and policies approved by the Board. The CEO is appointed under the [Public Sector Management Act Part 3](#), and is an employee of the Public Sector Commissioner.

Key functions and responsibilities of the CEO include the following:

- a) The primary point of contact between the Board, the Minister and Healthway's management
- b) To provide leadership and strategic direction
- c) To provide advice to Government and delivering government desired outcomes
- d) Planning, undertaking, and monitoring the agency's financial administration
- e) Ensuring the appropriate structure and use of resources within the agency
- f) Managing and directing employees, including their recruitment and remuneration
- g) Ensuring employees have equal opportunities, as well as access to appropriate training and development, grievance processes and a safe workplace
- h) Ensuring the complete, accurate and timely provision of advice to the Board (Healthway may seek advice from any source to assist the development of advice and their decision-making)
- i) Ensuring proper records are maintained including Board minutes.

## 5. Board Structure

The Act provides for the membership, process for meetings, quorum and so forth of the Healthway Board. Key aspects include:

### 5.1 Board Members and Attributes

The Board shall consist of 7 members, comprising the Presiding Member, Deputy Presiding Member and 5 other members. The Minister shall endeavour to ensure that the Board has available to it from its own membership, at least one member with knowledge of and experience in the arts; one member with knowledge of and experience in health; one member with knowledge of and experience in sport; and each of the others must have knowledge of and experience in one or more of the fields of the arts, finance, governance, health, law, management, marketing or sport.

In the event that a replacement or new member is to be appointed, the Board will endeavour to liaise with the Minister so as to convey the suggested skill sets and attributes that would complement the existing composition of Members of the Board.

In this regard, the Board has identified the following list of general attributes to complement the required specific expertise when considering the appointment of a new or replacement Board Member:

- a) Possess leadership qualities that facilitate innovative and constructive discussion on key issues.
- b) Have a high level of financial acumen.
- c) Be well acquainted with identifying and applying effective corporate governance principles.
- d) Have the ability to think strategically and identify and critically assess strategic opportunities and threats and develop effective strategies in the context of Healthway's objectives.
- e) Have a well-developed appreciation of risk management.
- f) Be able to readily develop and maintain effective partnerships with key stakeholders.
- g) Exhibit high ethical values.
- h) Is not a member of, or affiliated with an association, governing body or regulating authority which directly or indirectly is in receipt of funding from the tobacco industry, or those working to further the interests of the tobacco industry.

### 5.2 Term of Appointment

Board Members are appointed for a period not exceeding three (3) years and are eligible for reappointment but cannot hold office for more than nine (9) years consecutively or otherwise.

The office of a Board Member is vacated upon:

- a)** Resignation.
- b)** Removal by the Minister (for a variety of reasons).
- c)** Bankruptcy or insolvency.
- d)** Absent without leave for three (3) consecutive meetings of the Board.

A Board Member shall, unless vacated, continue in office until a successor comes into office, notwithstanding that their term has expired, for a period of three (3) months from their term of office expiry.

### 5.3 Meetings and procedures

Key elements of meetings and procedures are prescribed in the Act. The Board must determine its own procedures for the calling of meetings and for the conduct of business at those meetings:

- a) **Chairing:** Meetings of the Board will be chaired by the Presiding Member. In the event the Presiding Member is not in attendance, meetings will be chaired by the Deputy Presiding Member. Should neither the Presiding Member nor Deputy Presiding Member be in attendance (due to a leave of absence or withdrawal from the meeting due to a declared conflict of interest) the Board shall elect a person to preside (“Presiding Member”) from those Members present.
- b) **Frequency of Board Meetings:** Board meetings are generally held every second month. An annual calendar of board meetings will be provided to the Board in advance of the calendar year. Variations or special board meetings may be called from time to time with the approval of the Presiding Member.
- c) **Agenda development and distribution:** Board meeting agendas are developed under the direction of the CEO and matters to be included are approved by the Presiding Member prior to circulation. Board Members can propose agenda items for consideration to the Presiding Member and CEO. Board meeting agendas are generally circulated to the Board no later than five (5) days prior to meetings.

Relevant staff will be available to provide advice as needed. External expertise can be sought with the approval of the Presiding Member. In this case board members will be mindful of confidentiality requirements

- d) **Attendance:** Board Members need not be physically present to attend a meeting of the board. However, such Members must be simultaneously in contact by telephone, videoconferencing, or other means of instantaneous communication.
- e) **Quorum:** a quorum for a meeting of the board is four (4) members, unless a person with a conflict of interest is excluded from being present consistent with [Section 31 of the Act](#), in which case the quorum is three (3) members for that item.
- f) **Voting:** At a meeting, each member has a deliberative vote unless a conflict of interest [Section 31 of the Act](#) prevents the Member from voting. In the event of an equal number of votes, the Member presiding over the meeting has a second or casting vote. A question is resolved by a majority of votes.
- g) **Circular resolutions:** A resolution of the Board may be passed without a meeting if in writing and assented to by each Member able and eligible to participate (allowing for a Member who may have been granted a leave of absence or who has withdrawn from the decision due to a declared conflict of interest, respectively) as evidenced either by the member’s signature or

electronic confirmation of their support of the resolution. Circular resolutions will only be sought when timing of a decision is imperative before the next scheduled meeting. The record of the Circular Resolutions is to be noted and endorsed at the next Board meeting.

**h) Minutes recording and approval:** The CEO will ensure that accurate minutes are prepared following each board meeting. Unconfirmed minutes will be provided to the Presiding Member and will be confirmed or amended and signed at the next board meeting.

## 6. Presiding Member's Responsibilities

The Presiding Member provides a key role in presiding over meetings and ensuring the Board is well informed and effective, that Board Members (individually and as a group) have the opportunity to openly discuss differences and generate the collective views necessary for the proper operation of the Board.

Without limiting the role, responsibilities of the Presiding Member include:

- a) Being the Board's primary liaison with the Minister and CEO.
- b) Leading the Board and working with the CEO to facilitate strategic discussion and outcomes.
- c) Ensuring that meetings of the Board are conducted competently, ethically and encouraging Board Members contribution and seeking consensus when making decisions, where possible.
- d) Determining the frequency of Board meetings and with whom the Board meets.
- e) Establishing the meeting agenda in consultation with the CEO.
- f) Ensuring relevant information and policies are brought to the attention of board members to support the Board's performance, objectives, and governance framework.
- g) Supervising the evaluation process of the Board and Members.
- h) To represent the Foundation and speak on behalf of the Board in public or to the media.
- i) Manage risk and ensure relevant concerns are reported to the responsible minister.

## 7. Board Members' Obligations

Board Members must apply the following principles and duties in fulfilling their responsibilities:

- a) To act in the best interest of Healthway and to:
  - I. Act honestly.

- II. Not make improper use of their position or information acquired by virtue of their position to gain an advantage for themselves or for any other person or to cause detriment to the Board, or Healthway.
  - III. Exercise powers for their proper purposes.
  - IV. Manage conflicts of interest.
  - V. Act in good faith.
  - VI. Exercise reasonable care and diligence in performing the functions of their office.
- b) Notify the Board of any interest that could (or could be perceived to) impact on the Board Member's ability to act in Healthway's best interest as soon as the Board Member is aware of the interest.
  - c) Review meeting materials prior to meetings and devote sufficient time to fulfil Board Members' duties.
  - d) Not use, disclose, or communicate confidential information except for approved purposes.

## 8. Committees

In accordance with the Act, the Board may establish committees to assist in carrying out its functions. The Board also establishes Terms of Reference setting out matters relevant to the role, composition, rights, responsibilities, and administration of the committees.

Current Committees established include:

- a) **Healthway Finance, Risk and Audit Committee (FRAC)** plays a key role in advising and assisting the Board to fulfil its governance and oversight responsibilities in relation to ongoing performance, control and compliance, through monitoring, reporting and making recommendations intended to sustain and improve Healthway's performance and systems of internal control, legislative compliance and risk management.
- b) **Research Assessment Committee** will provide peer review assessments of research funding applications and provide expert advice on the overall direction of Healthway's research program where appropriate. Its role is to ensure that all research projects considered by the Board have been assessed for their scientific rigour and ability to contribute new evidence to health promotion policy and practice in Western Australia (WA) as it relates to Healthway's priorities.



## 9. Code of Conduct and Independence

### 9.1 Act honestly and to exercise powers for their proper purposes

Board Members should act openly and honestly at all times in the performance of their duties. They must not use information acquired by virtue of their position to gain an advantage, either directly or indirectly, for themselves or any other person, entity, or group.

### 9.2 Manage conflicts of interests

A conflict of interest arises where there is conflict between the performance of a public duty and private, or personal, interests. Confidence in the Board's functions is dependent upon the accountable and ethical decision making of Board Members in applying the best interests of the community before their own private interests. As such, all potential, perceived or actual conflicts of interest should be identified and appropriately managed.

Further particulars on standards of conduct and integrity are contained in the Healthway Code of Conduct for Board and Committee Members. Board Members are to familiarise themselves with the Code of Conduct document. [Access here](#)

Board Members must declare all potential, perceived or actual conflicts of interest. When a potential, perceived or actual conflict of interest has been identified and considered to be significant prior to a meeting of the Board, the following measures may be undertaken at the discretion of the Chairperson:

- a) Any documents relating to the subject matter of the particular conflict may not be distributed to the Board Member who has declared a Conflict of Interest.
- b) The Board Member removes themselves from discussion or decision of items the subject matter of the declared conflict.

From time to time, a conflict of interest is identified during a meeting or following meeting papers being released. In this instance, the Board Member should withdraw from the discussion and not participate in any decision making in relation to the subject matter of the conflict and this action should be recorded in the minutes of the meeting.

If the Presiding Member of a meeting identifies that they have a conflict of interest and withdraws from the discussion, the Deputy Presiding Member will chair for that section of the meeting.

### 9.3 Conflict of Interest Management Plan

A Conflict of Interest Management Plan has been established to manage conflicts of interest arising from a member of the Western Australian Health Promotion Foundation (the "Healthway Board") being appointed to both the Lotterywest Board and the Healthway Board. [Access here](#)

Board Members are to familiarise themselves- [Governance of WA government boards and committees \(www.wa.gov.au\)](#) issued by the Public Sector Commission and the [Lotterywest Healthway Code of Conduct 2023](#).

## 10. Board Performance and Evaluation

Regular evaluation of the Board's performance is considered an integral part of effective corporate governance in order to ensure it has the necessary skills, experience and abilities to fulfil its responsibilities and determine the extent to which it is delivering on its purpose.

The Presiding Member will be responsible for determining the evaluation frequency and ensuring the evaluation process is 'fit for purpose'. The evaluation will consider areas such as:

- a) performance of the Board and established committees
- b) workload of the Board
- c) contribution of individual Board Members against predetermined criteria.

The evaluation will be based on the [Governance Manual for Western Australian Government Boards and Committees \(www.wa.gov.au\)](http://www.wa.gov.au) issued by the Public Sector Commission.

## 11. Remuneration Arrangements (Board Members)

[Schedule 13 of the Act](#) provides for Members of the Board to be paid sitting fees at a level determined by the Minister on recommendation of the Public Sector Commission.

Healthway may also reimburse Board Members reasonable expenses (e.g. travel, accommodation, training etc. associated with the Foundation's roles and responsibilities) as determined by policy.

## 12. Access to Information and Independent Legal Advice

Board Members have access to any information they consider necessary to fulfil their responsibilities and to exercise independent judgement when making a decision affecting Healthway. This may include obtaining external professional legal advice from the State Solicitor's Office.

In instances where a Board Member is seeking external legal advice, which is to be paid for by Healthway, the Member must obtain written approval from the Presiding Member or the CEO prior to engaging any external legal service.

## 13. Liability of Members

No matter or thing done by a Member shall, if done in good faith for the purposes of the WA Health Promotion Act, subject a Member to any action, liability, claim or demand.

Healthway will purchase Directors and Officers Liability cover for Members.

## **14. Approval and Review of Charter**

Unless review required sooner, this Charter will be reviewed on a biennial basis.

The review of the Charter will be based on the good practice guides issued by the Public Sector Commission.

The Charter is issued by Healthway and any proposed amendment/s to the Charter is to be approved by the Board, prior to taking effect.