

## **INTRODUCTION**

1. The Board Charter sets out the roles, responsibilities, structure and practices of the eviDent Foundation Board.

## **Governance**

2. eviDent Foundation is a not-for-profit organisation and a registered health promotion charity with Deductible Gift Recipient Status.
3. eviDent Foundation was registered by ASIC on 13 July 2011 – ACN 152 078 487. Under subsection 150(1) of the Corporations Act 2001, the eviDent Foundation has been granted an exemption to the requirement to use 'Limited' in its name.
4. The Australian Taxation Office registered eviDent Foundation for GST purposes on 24 February – ABN 81 152 078 487 (ABN registration effective as of 13 July 2011).
5. eviDent Foundation receives the following tax concessions: FBT Exemption, GST Concession, Income Tax Exemption.

## **Object**

6. The object for which the eviDent Foundation is established is to promote the prevention and control of dental and oral diseases in human beings by:
  - a. supporting dental practice based research into dental and oral disease;
  - b. providing information about dental and oral disease, their prevention and control, to sufferers, health professionals and the general public;
  - c. developing or providing relevant aids and equipment to sufferers of dental and oral disease;
  - d. conducting and promoting scientific research about how to detect, prevent or treat dental and oral disease;
  - e. training health professionals to conduct scientific research about dental and oral disease;
  - f. evaluating health programs and processes to prevent or control dental and oral disease;
  - g. training health professionals and carers in methods of controlling dental and oral disease;
  - h. developing and implementing co-operative and cross-disciplinary approaches to the treatment and prevention of dental and oral disease;
  - i. seeking funds from grant-giving bodies, trusts, foundations, corporate sponsors, members of the dental community and public; and
  - j. doing all other lawful things that are incidental or conducive to achieving its object.

## **Vision**

7. eviDent's vision is: Better oral health for all Australians.

## **Mission**

8. eviDent's mission is: Translating oral health research into better general health for all Australians.

## **Values**

9. Education: expand the evidence base for oral health care by increasing our capacity to conduct practice relevant research.
10. Collaboration: fostering cooperation and interdependence between oral health care providers, research partners and stakeholders.
11. Service: drawing on the clinical expertise of our members to contribute to the community by improving oral health and encouraging changes to health policy and patient care.
12. Integrity: conducting high quality research, ensuring respect for participants and confidentiality of data.

### **ROLES AND RESPONSIBILITIES**

13. The role of the Board is to set the strategic direction for the eviDent Foundation in line with its mission, and to guide and support eviDent to deliver on its strategic objectives through good governance.
14. To succeed in the role, the Board needs to operate effectively by:
  - a. acting with reasonable care and diligence
  - b. acting in the best interest of eviDent and for a proper purpose
  - c. proper use of information or position
  - d. managing the financial affairs responsibly, including not allowing eviDent to operate while insolvent
  - e. disclosing and managing conflicts of interest.
15. The Board is responsible for:
  - a. setting the strategic direction
  - b. approving any change to eviDent's mission or vision
  - c. approving any recommendation to its Member(s) for changes to eviDent's Constitution
  - d. providing guidance and support to management, where required, for the implementation of the strategic direction
  - e. approving policies, strategic plan and key performance indicators
  - f. approving and monitoring the annual budget, financial statements and financial performance
  - g. ensuring compliance, risk management and control systems are implemented
  - h. delegating authority to management and committees to ensure effective management of eviDent
  - i. appointing and removing the Company Secretary and Chief Executive Officer
  - j. appointing and removing Committee members
  - k. approving succession plans for the Chief Executive Officer and Board
  - l. providing leadership by developing and promoting a culture and behaviours consistent with eviDent's mission and values.
16. The Chief Executive Officer is responsible for:
  - a. implementation of the strategic plan
  - b. day-to-day operations, subject to specified delegations

- c. leading the organisation to achieve targets within agreed risk, governance and financial parameters
- d. recruiting, developing and retaining staff
- e. providing the Board with appropriate and timely quality information.

## **BOARD STRUCTURE AND MEETINGS**

### **Composition**

17. The Board is responsible for:
- a. determining the number of directors (subject to the Constitution)
  - b. approving any recommendation to its Member(s) for the appointment or removal of Directors
  - c. appointing Office Bearers at its first meeting after the annual general meeting.

### **Chair**

18. The Board will elect the Chair at its first meeting after the annual general meeting each year.
19. The Chair may be re-elected, but shall not hold the same office for more than three years consecutively.
20. The Chair is responsible for leading the Board, facilitating Board discussions, managing the Board's relationship with management and ensuring Directors are properly briefed on all matters relevant to their role and responsibilities.
21. The Chair's role includes:
- a. establishing the agenda for Board meetings, in consultation with the Chief Executive Officer
  - b. chairing Board and general meetings, and other meetings of Member(s)
  - c. managing Board interactions so that Directors are given the opportunity to contribute effectively, openly, constructively, strategically, and respectfully and that debates and decisions are clear and recorded
  - d. undertaking annual Board assessment and developing Board capabilities
  - e. ensuring Board and general meeting minutes are an accurate record of the meetings
  - f. inducting new Directors and appointing a mentor.

### **Vice Chair**

22. The Board will elect the Vice Chair at its first meeting after the annual general meeting each year.
23. The Vice Chair may be re-elected, but shall not hold the same office for more than three years consecutively.
24. The Vice Chair's role includes:
- a. Deputising for the Chair when required
  - b. Providing advice and support for the Chair
  - c. Mentoring new Directors.

### **Treasurer**

25. The Board will elect the Treasurer at its first meeting after the annual general meeting each year.
26. The Treasurer may be re-elected, but shall not hold the same office for more than three years consecutively.
27. The Treasurer's role includes:
  - a. chairing the Finance and Audit and Development Committees
  - b. ensuring regular and accurate financial reports are provided to the Board
  - c. ensuring the preparation of the annual budget and financial statements are in accordance with regulator and funding requirements and assumptions
  - d. mentoring new Directors.

### **Directors**

28. Directors are appointed or removed by resolution passed at a general meeting.
29. Directors are appointed for a two year term, commencing from an Annual General Meeting in each odd year.
30. At the end of their two-year term, Directors shall be eligible for reappointment by the Members.
31. Directors are not provided with remuneration, but are entitled to reimbursement of reasonable expenses incurred in connection with the business of eviDent.
32. The role of Director's includes:
  - a. management of the eviDent Foundation (Directors may delegate their powers)
  - b. acting with reasonable care and diligence
  - c. acting in the best interest of eviDent and for a proper purpose
  - d. proper use of information or position
  - e. managing the financial affairs responsibly, including not allowing eviDent to operate while insolvent
  - f. disclosing and managing conflicts of interest
  - g. supporting Board decisions to all stakeholders
  - h. developing networks and promoting the work and reputation of eviDent
  - i. acting as ambassadors
  - j. attending eviDent events and other activities outside of Board meetings when able to do so.

### **Company Secretary**

33. The Company Secretary is responsible for all governance matters and ensures policies and procedures are adhered to.
34. The Company Secretary is appointed and dismissed by the Board.
35. The Company Secretary's role includes:
  - a. preparation and distribution of accurate Board, Committee and general meeting minutes

- b. ensuring legislative obligations and compliance requirements are met
- c. maintaining the Conflict Register
- d. ensure adherence to eviDent's Constitution.

#### **Board skills and diversity**

- 36. The Board seeks to ensure an appropriate mix of skills, experience, qualifications, gender, age, geographic representation and relationship and personal attributes.
- 37. The appropriate mix of skills will depend on the needs of the organisation at the time of the vacancy and current Board skill mix.
- 38. Directors will be selected based on their ability to best serve the needs of the eviDent Foundation as a whole.
- 39. A skills matrix will be used to help identify gaps and overlaps.

#### **Director selection and induction**

- 40. Where possible, new Directors will be identified prior to the departure of existing Directors.
- 41. The Member(s) must act promptly to appoint a successor and such director will hold office for the balance of the term for which the director being replaced was appointed, after which period the director shall retire from office but be eligible for reappointment.
- 42. Directors will be selected based on their ability to best serve the needs of the eviDent Foundation as a whole.
- 43. Desired skills, experience and background includes:
  - a. Previous Board or Committee experience
  - b. Philanthropy
  - c. Health
  - d. Fundraising
  - e. Strategic Planning
  - f. Media/ public relations
  - g. Marketing
  - h. Financial
  - i. Legal
  - j. Corporate
  - k. Not-for-profit
  - l. Political environment.
- 44. The director selection process is as follows:
  - a. determine current skill gap(s)
  - b. identify and invite potential candidates through existing networks
  - c. Board to review the CV/profile of potential candidates
  - d. invite preferred candidate(s) to attend a Board meeting as an observer
  - e. Board to appoint preferred candidate.

45. The director induction process is as follows:
- a. Provide new director with:
    - i. Board Charter
    - ii. eviDent policies and procedures
    - iii. strategic plan
    - iv. current Annual Report
    - v. most recent financial statements
    - vi. calendar
  - b. Complete formal documentation:
    - i. ASIC Form 484 – change to company details
    - ii. ACNC – Responsible Persons listing
    - iii. Consent to act as Director
  - c. Meeting with Chair and Chief Executive Officer
  - d. Assign a mentor.

### **Meetings**

46. The directors may hold a meeting in person, or by phone, video conference or any other means of communication, provided everyone at the meeting can hear and be heard by one another throughout the meeting.
47. The Board will meet at least four times a year.
48. The Directors may choose to meet without management present.
49. The majority of directors must be present before business can be transacted at a meeting of directors.
50. Directors are expected to attend 75% of Board meetings.

### **Agenda and papers**

51. An agenda, together with Board papers, will be provided to the Board at least five days prior to a Board meeting.
52. Papers requiring decision cannot be tabled, except with unanimous approval of the Board.
53. Board and committee papers are provided electronically, via a secure login.
54. Board and committee papers are confidential and must be kept secure.
55. Any hard copies must be destroyed after each meeting.
56. Annotated electronic agenda papers must be destroyed following approval of the minutes of the meeting to which they relate.
57. Approved minutes will be signed by the Chair and kept as the only permanent record of Board meeting proceedings.

### **Board effectiveness and performance**

58. To improve board effectiveness, Directors will assess Board and Director performance with a view to improving the quality of governance, boardroom discussion and decision making.
59. The Chair will implement the review, which may include:
- An assessment of the Board as a whole
  - Self-assessment undertaken by each director
  - Opportunity for private feedback directly to the Chair
  - Other review mechanisms as determined by the Board.
60. Directors have access to and are encouraged to participate in professional development.

### **Conflicts of Interest**

61. Conflicts of interest will be managed in line with the approved Conflicts of Interest Policy.
62. The Company Secretary will maintain a conflict register, which will be reviewed by the Board on a regular basis.
63. The Board will monitor compliance with the Conflicts of Interest Policy.

### **COMMITTEES**

64. Directors may establish committees with such membership and terms of reference as it thinks appropriate.
65. The Board may delegate its powers to those committees as it thinks appropriate.
66. The Board must establish a Finance and Audit Committee and a Dental Practice Based Research Network Committee.
67. Each Committee has its own Charter, outlining its terms of reference, delegated powers, composition and reporting requirements.

### **REVIEW**

68. This Charter will be reviewed and updated annually, or earlier if required.