



Life not limits

# MSWA BOARD CHARTER

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## 1. Introduction

MSWA Limited, formerly known as The Multiple Sclerosis Society of Western Australia, was formed in 1972 by a group of people with multiple sclerosis (MS) committed to helping others access information and support.

MSWA is a public company limited by guarantee which is established to be a registered charity, regulated by the Australian Charities and Not-for-Profit Commission (ACNC).

MSWA provides vital support and services to people living with MS and other neurological conditions in Western Australia, South Australia and the Northern Territory. MSWA also contributes significantly to research both locally and globally. MSWA is the biggest funder of research into MS in Australia, the goal being to find a cure, find treatments and further identify lifestyle factors that can improve the quality of life for people living with neurological conditions. Over \$5m is donated to research projects annually.

MSWA has a team of approx. 810 staff who all work passionately to provide the best possible care to people right across the metro area and regional centres of Western Australia, South Australia and the Northern Territory. This includes experienced nursing and allied health professionals who provide information and a range of supports from the time of diagnosis. All MSWA programs are delivered in accordance with Aged Care Quality Standards, Disability Service Standards and internal service standards.

MSWA is a non-government, not-for-profit and membership-based organisation. The money raised through fundraising efforts, government grants and other income generating programs goes directly to providing a range of supports and services to people living with neurological conditions. In addition to these direct care services, MSWA provides funding for research projects into neurological conditions.

MSWA plays a vital role in educating the broader community, liaising with government and other relevant bodies on related issues, and advocating in partnership with MSA for the rights of all people with MS and related neurological conditions and disability in general.

## 2. Purpose, Vision & Values

**Purpose:** To empower people living with neurological conditions to live their best lives -To be the difference.

**Vision:** A world where people with neurological conditions have choices, options and support.

**Values:**

We care and we treat everyone with respect.

We listen and seek to understand.

We value difference and everyone's perspective.

We do what we say we will do, and we do it in the right way.

## 3. Constitution

A copy of the MSWA constitution can be found on the [website](#) .

## 4. Board Structure

MSWA is governed by a Board of Directors.

The Board ensures that MSWA programs operate in accordance with the activities of the [Constitution](#)

The composition of the Board is governed by the Constitution.

If the number of Directors is below the minimum fixed by the Constitution, Directors must not act, except in emergencies, other than to appoint one or more Directors in order to make up a quorum for a meeting of Directors to call and arrange to hold a meeting of Members to elect one or more Directors.

The Board recognises the importance of the Board having members with direct experience of a neurological condition. Direct experience means either living with MS and/or other neurological condition or an immediate carer for a close family member with MS and/or other neurological condition. The Board aims to have a minimum of two Directors in this category.

## 5. Board Governance

### a) Office Bearers

The Board may appoint a Chair and Deputy Chair.

### b) Role of Chair

The Chair has the same legal and fiduciary obligations of any Board Director.

The Chair is responsible for:

- chairing Board meetings, with all the commonly accepted powers of that position, including setting the agenda with input from CEO, steering debate and maintaining discussion relevant to the agenda, ensuring decisions are accurately captured in the meeting Minutes.
- representing the Board and MSWA to external parties and at official functions
- being the official spokesperson for the Board in accordance with the Delegation of Authority.
- making decisions within the governance framework and Board policies. The Chair has no authority to make decisions that conflict with Board policies and has no unilateral authority to direct the CEO.

- meeting with the CEO outside of the Board and Committee meeting cycle and maintaining an open dialogue between CEO and the rest of the Board.
- supporting and mentoring individual Directors and CEO as appropriate.
- engaging with MSWA clients, staff and supporters as the occasion arises.

The Chair may delegate this authority but remains accountable for its use.

### **c) Role of Deputy Chair**

The Deputy Chair has the same legal and fiduciary obligations of any Board Director.

The Deputy Chair is responsible for:

- Performing the role of the Chair in the absence of the Chair for any reason.
- Supporting the Chair in the performance of the role and function of the Chair.
- Facilitating, when appropriate, Chair succession planning and other actions that may be required to be performed by the Chair where the Chair may have an actual or perceived conflict of interest.

### **d) Role of Individual Directors**

A Director has a number of fundamental legal duties including:

- to act honestly;
- to abide by all relevant laws;
- to act in good faith and in the best interests of MSWA as a whole;
- to act with reasonable care and diligence;
- to exercise their powers for a proper purpose;
- to avoid conflicts of interest;
- not to make improper use of either their position on the Board or information gained as a Director; and
- not to allow the Association to trade while insolvent.

### **e) Relationship between the Board and Management**

The Board focuses on the strategic direction and oversight of the implementation of the core policies of MSWA. It is the role of the Executive Management team to deal with day-to-day operational decisions and issues.

The Board expect Management to accept that the Board's role is to monitor and question, probe issues, seek clarification, offer insight and share its knowledge and experience.

Management expects that the Board will provide clearly stated performance objectives and defined boundaries of authority and trust them to implement strategy and deliver outcomes without undue interference.

The CEO expects regular, honest, performance feedback and to be able to access Board Directors as a sounding board.

Where directors need to become involved in operational matters, they should separate their strategic role from their operational role and they should act in consultation with Management. Any such involvement requires prior approval of the Board Chair.

Directors may have access to staff within the organisation, with due respect to the CEO and with prior approval from the CEO and Chair.

### **f) Directors' Code of Conduct**

Directors are expected to:

- Dedicate the time to come to all Board and relevant Committee meetings, plus strategy day(s), and be prepared and ready to constructively participate in discussions.
- Dedicate the time to come prepared to any additional special meetings and client and staff events.
- Dedicate time to serve on Board Committees as required.
- Make reasonable enquiries about the subject matter at hand before making any decisions.
- Gain an understanding of the business and sector, and how MSWA may be affected by economic and industry issues.
- Declare all potential conflicts of interest, particularly if a Director or family member is a client of the services of MSWA.
- Protect the confidential information of MSWA and only use such information for authorised purposes. This includes keeping confidential all Board discussions and documents relating to the work of the Board.
- Recognise and manage risk, establish a sound system of risk oversight and management and internal control.
- Ensure that management reports on the implementation of Board decisions.
- Ensure that proper inquiries are made if there seems to be areas of concern or doubt.
- Act in a professional courteous and respectful manner at all times, in compliance with the organisational Code of Conduct and principles of equal opportunity and inclusion.
- Represent MSWA in a professional and responsible manner at all times.
- Have access to appropriate technology to participate in online meetings as required.

#### **g) Conflicts of Interest**

One of the duties of Directors is to disclose actual or perceived conflicts of interest, by reporting to the Board for capture in the meeting minutes as a record.

A conflict of interest is when an individual's personal interest(s) conflict with their responsibility to act in the best interests of the organisation. A conflict of interest may be actual, potential or perceived and may be financial or non-financial. The term 'personal interests' does not need to be an individual's own interest, but may also arise from the interests of family, friends, or other organisations they are involved with.

A managed register of declared interests mitigates this risk, along with the Code of Conduct.

The Board review the register of declared interests at every Board meeting with Directors provided with an opportunity to declare any additional interests outside of those contained in the register.

#### **h) Non-compliance and leave of absence**

Directors must comply with all duties, expectations and express (or implied) obligations as set out in this Board Charter, including attendance of all scheduled Board meetings unless a leave of absence has been approved or unavoidable circumstances prevent attendance.

The process with regard to leave of absence is set out below:

- **i) When process applies:** this process applies with respect for all scheduled Board meetings (including regular, special and extraordinary meetings), annual general meetings, committee meetings with the Director is a member and any other meetings specified by the Board as requiring formal attendance (eg. annual strategy sessions).
- **ii) Application:** Directors must submit written leave requests to the Chair at least 7 days before the relevant meeting specifying the period, reason and affected meetings. For urgent circumstances, requests are acceptable if confirmed in writing within a reasonable period of time.

- **iii) Reasons:** Valid reasons include illness, unavoidable professional commitments, pre-approved personal circumstances (including personal travel), conflicts of interest, bereavement, family emergency, or other reasons the Board considers reasonable having regard to the Director's attendance record.
- **iv) Approval:** The Chair may approve leave for up to two consecutive meetings. Longer periods require Board resolution. The Chair may grant provisional approval for urgent or retrospective requests, subject to Board ratification at the next meeting. All leave decisions must be recorded in Board minutes.
- **v) Grounds for refusing leave of absence:** the Chair or Board may refuse leave if (a) the reason or the explanation lacks credibility; (b) the Director has an unsatisfactory attendance record or frequent leave requests; (c) the absence would prevent quorum or involves matters requiring the Director's specific expertise; (d) the request forms part of a pattern of minimal engagement inconsistent with directors' duties; (e) the Director has exceeded reasonable leave limits in the preceding 12-month period; or (f) insufficient notice was provided without adequate explanation. When refusing leave, the Chair or Board must provide written reasons for the decision and notify the Director of the consequences.
- **vi) Consequences:** Where prospective leave is refused and the Director is nonetheless absent for a meeting, the absence is recorded as unapproved and counts toward the three-meeting threshold as set out in Constitution.
- **vii) Board discretion:** The Board may determine what constitutes proper discharge of directors' duties, establish attendance expectations beyond minimum thresholds, and consider whether attendance patterns meet the standards expected of directors. When assessing attendance standards, the Board may consider overall attendance rates, meeting participation, quality of engagement, responsiveness to communications, and contribution to decision-making (within the context of directors' fiduciary duties, adherence to all applicable Board policies and wider reputational considerations for MSWA).
- **viii) Removal process:** After three unapproved absences (within a 12-month period), the Chair must provide written notice to the Director specifying the absences and seeking explanation. The Board must consider any explanation and resolve to either (a) accept the explanation; (b) issue a warning; (c) require an attendance undertaking; or (d) remove the Director for failing to properly discharge their fiduciary duties in accordance with the "Board discretion" section 5(h)(vii) above. The affected Director must not participate in deliberations or voting but may address the Board before the resolution.

Note: Where a leave of absence is requested by the Chair, such application is to be made to the Deputy Chair for approval and/or refusal in accordance with the terms of section 5(h) above.

## 6. Board Decision Making

### a) Delegation of Authority

The Delegation of Authority establishes the delegated decision-making framework for MSWA.

The Board will delegate appropriate powers to the CEO who may further delegate those powers as appropriate and necessary to members of staff.

Management is responsible for implementing the strategic objectives and operating within the risk appetite set by the Board, and for all day-to-day running of the organisation.

## **b) Matters Reserved for the Board**

There a number of matters reserved for Board decision, and ultimate responsibility for strategy, control and oversight of prudent management of the organisation rests with the Board. These matters are outlined in the Delegation of Authority

## **c) Board Policies**

The [Policy and Document Governance Framework](#) provides for three levels of policies. Level 1 Governance Policies are formal statements approved by the Board or relevant Board Committee, which provide direction on MSWA's position and / or intent on governance, strategy and risk management matters.

The following policies must be reviewed by the relevant Committee and then recommended for approval to the Board:

- Bullying and Harassment Policy
- Clinical Governance Framework
- Code of Conduct Policy
- Communications and Media Policy
- Conflict of Interest Policy.docx
- Credit Card Policy
- Cyber Security Policy
- Delegation Policy
- Document Governance Framework Policy
- Environmental Sustainability Policy
- Executive Bonus Scheme Policy
- Executive Car Fleet Policy
- Family and Domestic Violence Policy
- Fraud and Asset Protection Policy
- Infection Control and Vaccination Policy
- Information and Data Management Policy
- Investment Policy
- Board Charter
- Pandemic Policy
- Privacy Policy
- Procurement Policy
- Related Party Transactions Policy
- Remuneration Policy
- Risk Management Policy
- Safeguarding Policy
- Travel and Entertainment Expenses Policy
- Voluntary Assisted Dying Policy
- Whistleblower Protection Policy
- Work Health and Safety Policy
- Worker and Key Personnel Screening Policy
- Working with Children Policy

## **7. Role of Board and Key Board Functions**

The Board has the following functions:

#### **a) Strategic Direction**

- Establish, challenge and endorse, in conjunction with the CEO, the key elements of the organisation's strategy;
- Ensures that appropriate detailed strategic and operational plans are in place, to which management can be held accountable.
- Oversight of organisational culture

#### **b) Risk Management**

- Approves the risk management framework and the risk appetite statement that is appropriate for the organisation;
- Provides oversight of the compliance and operational risks of the business and, with the CEO, has input into how strategic and governance risks should be managed;
- Reviews audit and risk reports.

#### **c) Performance Monitoring**

- Reviews the performance of the organisation including both financial and non-financial performance;
- Reviews performance against agreed strategic and operational plans;
- Reviews outcomes of organisation decisions, e.g., acquisitions, investments;
- Assesses the extent of compliance with legislative and regulatory requirements.

#### **d) Policy**

- Reviews the policy suite of the organisation;
- Approves Board policies;
- Reviews compliance to internal policies.

#### **e) Accountable Body**

- Provides reports to funders and relevant regulatory bodies;
- Communicates with identified key stakeholders, including members;
- MSWA is a not-for-profit organisation, and the Board must act at all times to further the purpose and objects of the Association as set out in the Constitution.

#### **f) CEO**

- Recruits and determines tenure of the CEO;
- Approves delegated authority to the CEO;
- Provides guidance and support to the CEO and the Executive Management Team;
- Establishes performance measurements for the CEO and reviews annually;
- Determines the remuneration of the CEO and notes the recommendation of the CEO in determining the remuneration of the Executive Management Team.

### **8. Board Processes**

#### **a) Board Meetings**

Meetings are held regularly to decide on matters as well as to monitor the performance of the organisation.

Directors must be given reasonable notice of any proposed meeting, and regular meetings should be scheduled well in advance.

There must be a quorum for any Board meeting, as determined in accordance with the Constitution. Meetings will be conducted in accordance with established meeting procedures.

At the discretion of the Board, staff or external parties may be invited to the meeting to present on an issue or provide information or advice.

The meeting agenda will include, as a standing item, a Board only session for Directors.

Meetings will be held with the expectation that Directors have prepared for them and will participate in discussion at all times within the boundaries of behaviour considered acceptable by the Board and Code of Conduct, not limited to:

- If unable to attend the meeting, Directors must notify the Company Secretary and Chair of their apology as soon as possible in advance of the meeting.
- If unable to attend the meeting, Directors must provide comment and questions on all important matters of the agenda to the Chair in advance.
- Notify the Board at the beginning of each meeting of any potential or perceived conflict of interest. The disclosing Director is required to absent themselves from all discussion relating to the matter, unless with the unanimous agreement by all other Directors present.
- Be frank and open in meeting discussion, to ask questions and request additional information as required in order to make sound decisions. Recognise that where disagreements occur, every effort should be made to resolve the issue and to avoid dissension.

#### **b) Annual Board Calendar**

There shall be an annual calendar, drafted by the Company Secretary and approved by the Chair with consultation with the CEO, to ensure that the Board attends to its responsibilities throughout the reporting and financial year, with allocated time for strategic discussion. This calendar is reviewed in advance of each Board meeting by the CEO, Chair and Company Secretary.

#### **c) Board Meeting Agenda**

An agenda is required for each Board meeting. The agenda, drafted by the Company Secretary and approved by the Chair with consultation with the CEO, should list the matters for the Board's consideration and identify the Board papers presented for consideration.

The agenda does not restrict a Director's right to bring matters before the Board. Each agenda is to include an item entitled General Business, to provide an opportunity for Directors to raise any further matters for consideration by the Board, in addition to a Board Evaluation item to reflect on the how the meeting was conducted.

Directors have a right and duty to raise matters of serious concern at Board meetings. It is important for a Director to raise a concern in the first instance with the Company Secretary or Chair in time for the matter to be added to the agenda.

#### **d) Board Papers**

Board papers must be prepared in conjunction with the agenda. Unless there are urgent issues requiring immediate attention, the agenda and supporting papers are to be delivered to Directors at least 7 days in advance of the relevant meeting.

#### **e) Board Minutes**

A written record (minutes) of the proceedings of all Board meetings must be kept. The record must be signed by the Chair after approval by the Board.

The minutes provide a formal, authoritative and permanent record of the resolutions, agreed actions and other key parts of the proceedings of the Board at all meetings.

Minutes should record:

- Attendance and apologies;

- Declarations of personal interest;
- Disclaimers or objections;
- Resolutions passed including decisions based on attached papers; and
- Agreed actions, including responsibility and timeframe.

Draft Minutes will be reviewed by the CEO and Chair within fourteen days of the meeting and circulated to all Directors as part of the distribution of papers for the next meeting at which the minutes will be tabled for approval.

#### **f) Board Committees**

The Board may establish committees and engage consultants to assist it in carrying out its functions.

A Committee is comprised of at least three Directors. Any other Board Director, including the Chair, can attend Committee meetings as an observer. The CEO with relevant Executive Manager(s) will attend any meetings to report and support the Committee.

Committees operate under the authority of the Board and are responsible to the Board for their operation. Each Committee Chair must report back to the Board on the issues addressed at the Committee meetings.

The Board retains accountability and responsibility for the particular functions for which a Committee is established.

The Board has established the following Committees to assist in fulfilling its responsibilities:

- Audit, Risk and Finance Committee;
- People & Governance Committee;
- Quality, Research & Client Services Committee; and
- Nominations Committee.

Each Committee has a Terms of Reference, which are reviewed annually.

#### **g) Audit, Risk and Finance Committee Terms of Reference**

The objectives of the Audit, Risk and Finance Committee are to advise and assist the Board in relation to:

- Risk Management Systems and Controls;
- Financial Strategy and Reporting;
- Investment Management of Funds in Reserves;
- Compliance with Laws and Regulations;
- Internal and External Audit Strategy and Reviews.

#### **h) People & Governance Committee Terms of Reference**

The objectives of the People & Governance Committee are to advise and assist the Board in relation to:

- Driving the desired organisational culture and employee experience and conduct, including accessibility, diversity, and inclusion.
- Workforce management, policies and frameworks.
- Nomination, appointment, remuneration, performance and succession of Directors, CEO, and executive management.
- Workforce health, safety and wellbeing.
- Ensuring the appropriate governance framework and mechanisms are in place including via the constitution, the Board and the practices.

### **i) Quality, Research & Client Services Committee Terms of Reference**

The objectives of the Quality, Research & Client Services Committee are to advise and assist the Board in relation to:

- Current service levels and significant service issues.
- Monitoring and addressing existing and potential barriers to accessing services, including the review of policies and practices relating to eligibility criteria, priority of access and referral pathways.
- Approve local, national and international research initiatives to support efforts to find a cure, better treatments and diagnose or prevent MS and other neurological conditions.
- Supporting the expansion of MSWA's research investments to broader solutions, including startups in the technology and data space, that could improve the lives and services to people with neurological conditions.
- Identifying needs for changes in service delivery to ensure continuous improvement based on legislative and regulatory changes, sector changes or the changing needs of clients, carers and employees.
- Preventative measures in service delivery ensuring clients are free from inappropriate care practices, discrimination, exploitation, abuse, harm, neglect and violence.
- Making recommendation to the Board on key policy and strategy directions as it relates to the impact on organisational policies, strategic direction and client outcomes.
- Supporting an appropriate balance between client, provider and provider employee rights and responsibilities.
- Developing and monitoring appropriate client feedback and advice mechanisms.
- Developing and monitoring appropriate measures for social impact.
- Strengthening the relationship between MSWA and its clients.

### **j) Nominations Committee Terms of Reference**

The objectives of the Nominations Committee are advise the Board in relation to:

- To advise and assist the Board in relation to ensuring the Board is composed of qualified and skilled individuals who are capable of effectively guiding and overseeing the company's purpose, mission, values and strategic objectives.
- To seek independent and expert advice/input on candidate search and selection as required.
- All nominations for the position of Board Director will be referred to the Committee.
- Develop and maintain a Board Director nomination process, including criteria for selecting candidates that promote diversity, inclusion, and considering the overall mix of skills, as outlined in the MSWA Board Skills Matrix.
- Review and assess the qualifications of potential Board Director candidates including their commitment to MSWA mission and values, potential conflicts of interest, and availability.
- Undertake interviews of potential candidates.
- Recommend qualified candidates to the Board for appointment subject to the completion due diligence requirements for such an appointment.
- Assist with succession planning for key Board leadership roles.
- Assist with the induction and continuing professional development programs for Directors.

### **k) Board Committee Chairs**

Each Committee will appoint a Chair, who acts as the link between the Committee and the Board.

Committee Chairs are responsible for:

- developing the meeting agendas and annual calendar of work in collaboration with the CEO and relevant Executive Manager (s).
- chairing Committee meetings, with all the commonly accepted powers of that position, including setting the agenda with input from CEO, steering debate and maintaining discussion relevant to the agenda, ensuring decisions are accurately captured in the meeting Minutes.
- ensuring the Terms of Reference of the Committee are adhered to.
- agreeing the matters that are then tabled for approval by the Board.

#### **l) Annual Board Committee Calendars**

Each Board Committee has an annual calendar, drafted by the Company Secretary and approved by the Committee Chair, to ensure that the Committee attends to its responsibilities throughout the reporting and financial year, with allocated time for strategic discussion. This calendar is reviewed in advance of each Committee meeting by the CEO, Committee Chair and Company Secretary.

## **9. Continuous Improvement**

### **a) Board Evaluation and skills**

It is important that the Board is composed of Directors holding relevant skills and experience, relevant to MSWA's purpose and risk appetite, to deliver on strategy and provide the appropriate level of governance at Board level.

A regular review of overall Board and individual Director performance will occur on an annual basis, led by the Chair utilising external and internal resources as required.

An annual analysis of the required skills and skills gaps will be updated in the Board Skills Matrix which will be used to identify in succession planning and future recruitment of Directors to the Board.

### **b) Director Development**

Appropriate governance is key to our future and appropriate decision making. To assist in the education and refreshment of governance knowledge, Directors are provided with personal development opportunities, both individual and collective, as the Board determines.

Each Director must comply with the Director Professional Development Policy and take responsibility for actively engaging in and documenting development activities to enhance skills in accordance with the policy objectives.

The annual Board performance review is used to identify any development or training needs.

### **c) Director Remuneration**

MSWA will pay fees to its Directors for the performance of their duties and responsibilities on the Board in accordance with the Constitution.

Out of pocket expenses for attending Board meetings, general meetings and other business in connection with the work of the Board, including professional development, will be reimbursed.

### **d) Director Recruitment and Induction**

A Nominations Committee will be responsible for the seeking, assessing and nominating candidates for the position of Director and will refer to the current Board Skills Matrix.

The Nominations Committee will seek expert, independent, advice to assist in the recruitment of Directors.

The Nominations Committee will recommend qualified candidates to the Board for appointment. The Board will approve the appointment of new Directors.

New Directors will be appointed for a 3-year term of office.

Prior to the incoming Director's first Board meeting, the Company Secretary will provide the new Director with:

- A letter of appointment with a 3-year term of office
- MSWA Strategic Plan
- MSWA Annual Impact Report
- MSWA Financial Statements for the most recent YTD
- Delegation of Authority & Matters Reserved for the Board
- Minutes from previous Board meetings
- MSWA Constitution
- MSWA Board Charter
- MSWA Organisational Chart
- Code of Conduct and Values
- Confidentiality Statement (to be signed and returned)
- Management Liability Certificate of Currency
- Deed of Access and Indemnity (to be completed, signed and returned)
- Director Contact List

New Directors will also receive a tour of MSWA sites (Wilson and Belmont) and have the opportunity to meet with the CEO, Chair, Deputy Chair and Executive Management team.

The responsibility is on the new Director to complete the induction program to familiarise themselves with the organisation and their role.

#### **e) Director Reappointment Process**

A Director's term of office will end 3 years after the initial appointment date. A Director may seek

reappointment. The Board will use the following Director Reappointment Process:

- The Board Chair to confirm if a Director is seeking reappointment.
- If a Director is not seeking reappointment, a vacancy will be created on the Board and the Nominations Committee will commence the process of seeking, assessing and nominating qualified candidates for the position of Board Director.
- If a Director is seeking reappointment, the Company Secretary will send the Board approved Director Reappointment Assessment Tool for completion by each director not seeking reappointment. The director seeking reappointment will undertake a self-evaluation using the same Director Reappointment Assessment Tool (as issued by the Company Secretary).
- The Company Secretary will consolidate the completed Director Reappointment Assessment Tool documents. The consolidation will be anonymous and will be reviewed by the Board.
- The Board will determine if the director is re-appointed for another 3-year term.
- The Board Chair will discuss the Board decision to reappoint with the director seeking reappointment. The Deputy Chair will have this discussion when the Board Chair is the director seeking reappointment.

## 10.APPENDIX

### a) Responsibilities of this Policy

MSWA Board Directors	<ul style="list-style-type: none"> <li>Maintain responsibility or governance for this Policy.</li> </ul>
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### b) Definitions

Code of Conduct:	A written a set of values, rules, standards, and principles outlining what MSWA as an employer expects from staff and volunteers, including Directors.
Constitution:	A legally binding set of rules outlining how MSWA should operate. It details how MSWA will be structured and governed and its main activities. It also explains the roles, responsibilities and powers of the Board, Directors, management and members.
Board only:	A closed session in a Board meeting that covers information not recorded in the minutes or divulged to the public. Such sessions may discuss personnel, financial, or other sensitive decisions that must be kept secret.
Membership:	Any person with MS, or other neurological condition, who is over 18 years of age may be a Member, provided the annual subscription is paid, accepted by the Board and enrolled on the register of Members.
Terms of Reference	A written guide for a Committee that describes the purpose, scope, composition and responsibilities of that Committee.

### c) Related MSWA Documents

- Constitution
- Delegation of Authority & Matters Reserved for the Board
- Document Governance Framework Policy

### d) Approvals and Review Details

Approval and Review	Details
Approval Authority	MSWA Board
Last Reviewed Date	11/12/2025 - Approved by the MSWA Board.
Owner	MSWA Board of Directors
Subject Matter Expert	Board Chair
Next Review Date	11/12/2028

### Amendment History

<b>Revision No.</b>	<b>Date</b>	<b>Summary of Amendment</b>
<b>1.0</b>	<b>26/04/2023</b>	<b>First draft of document Reviewed at MSWA People &amp; Governance Committee Meeting and Board Meeting</b>
<b>2.0</b>	<b>31/10/2023</b>	<b>Second draft document Reviewed by MSWA People &amp; Governance Committee Meeting and Board Meeting</b>
<b>3.0</b>	<b>27/11/2024</b>	<b>Updated document reviewed and approved by the Board</b>
<b>4.0</b>	<b>11/12/2025</b>	<b>Updated document tabled for Board approval</b>