

BOARD CHARTER

Section:	Governance
Approved date:	10/03/2026
Review frequency:	12
Next review date:	10/03/2027
Related documents:	Constitution of Grand Pacific Health Limited Board Code of Conduct Board Committees Common Terms of Reference Board Policy – Board Rotation and Directors Skills Policy Accountability and Decision-Making Framework Delegations Manual Conflicts of Interest Policy Code of Conduct
Approved by:	Board
Owner:	Company Secretary on Behalf of the Board
Scope:	GPH Board of Directors

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PART A – INTRODUCTION

PURPOSE

This Charter outlines the framework for governance at Grand Pacific Health Limited (GPH). It outlines the role of GPH, its members, its Board, and its Directors, both collectively and individually. In the event of any inconsistency between the Constitution and this Charter, the Constitutions take precedence.

PART B – GPH’S PURPOSE, VISION AND ROLE

PURPOSE

To deliver high-quality health services that improve the physical, emotional and social wellbeing of consumers, carers and our local communities.

As per the GPH Constitution, the principal purpose for which GPH is established is to be a health promotion charity within the meaning of item 1.1.6 of section 30-20 of the ITAA. In carrying out the principal purpose, the principal activity of GPH is to promote the prevention or the control of disease in human beings. In carrying out the principal purpose, GPH will seek to assist in the health status of the community via the delivery, integration or coordination of health care services through an effective integrated and dynamic primary care health sector.

VISION

Better health for all.

ROLE

To provide our local communities with equitable, inclusive and integrated health care with a particular focus on those experiencing or at greater risk of disadvantage.

VALUES

GPH’s work is underpinned by the organisational values of authenticity, kindness, integrity, respect and collaboration. Directors model and uphold these values in all Board and committee activities.

<p>Authenticity</p> <ul style="list-style-type: none"> We create a safe space for everyone to be their authentic selves. We accept people for who they are and embrace vulnerability, diversity and difference. You can expect us to be genuine, transparent, respectful and trustworthy in how we connect with you.
<p>Kindness</p> <ul style="list-style-type: none"> We believe kindness is central to creating a strong organisation that is part of a thriving and compassionate community. You can expect us to treat you with compassion, consideration and gratitude.
<p>Integrity</p> <ul style="list-style-type: none"> We stand by our purpose and are deeply committed to the communities we support and in which we live. You can expect us to be honest, mindful, reliable, respectful and transparent in all our actions and interactions.
<p>Respect</p> <ul style="list-style-type: none"> We embody empathy, are mindful of everyone’s unique journey, and embrace diverse human experiences. You can expect us to treat you with kindness, empathy and understanding.
<p>Collaboration</p> <ul style="list-style-type: none"> We work in partnership with consumers, service partners and our communities to enhance health and well-being and make a positive difference. You can expect us to listen, value all contributions, work together, and honour lived experience.

STRATEGY

Click [here](#) to read our Strategic Plan.

PART C – GPH’S GOVERNANCE

GPH’s Governance Principles

GPH is a company limited by guarantee and a registered charity. GPH operates under its Constitution, which prevails over this Charter in case of any inconsistency.

GPH has adopted the principles within the Australian Institute of Company Director’s 2024 Not-for-Profit Governance Principles – Third Edition. These Principles provide a contemporary framework to help GPH directors understand and meet their governance responsibilities.

<p>Principle 1 – Purpose, vision, and strategy</p> <ul style="list-style-type: none"> • A core responsibility of the Board is to contribute to defining, documenting and realising GPH’s purpose, vision and strategy. • The purpose, vision and strategy represent the heart of GPH and serve as both the motivation and the guiding lights for the decisions and actions of the organisation. 	<p>Principle 2 – Roles and responsibilities</p> <ul style="list-style-type: none"> • GPH Board should define and document roles and responsibilities as a foundational component of effective governance at GPH. • Comprehensive and clear board reporting, including engagement with management, ensures that the GPH Board is well-informed and can make sound decisions.
<p>Principle 3 – Board composition and effectiveness</p> <ul style="list-style-type: none"> • GPH Board should have an appropriate mix of people with a diverse set of skills, experience, and backgrounds, that aligns with GPH’s purpose, vision and strategy. • The selection of directors through a transparent process is essential for maintaining trust and accountability. • Board evaluations, including on composition, effectiveness, and governance structures, should be conducted periodically. 	<p>Principle 4 – Risk management</p> <ul style="list-style-type: none"> • GPH Board should oversee a risk culture that aligns with purpose, vision and strategy. • GPH Board’s decision-making should be informed by a risk management framework that sets out an appropriate risk appetite. • GPH Board should periodically review the risk management framework, conduct scenario planning and dynamically assess emerging risks.
<p>Principle 5 – Performance and Accountability</p> <ul style="list-style-type: none"> • Directors should closely oversee GPH’s performance with a focus on its financial health and whether it is effective in achieving its purpose. • The GPH Board should set a tone of internal accountability and transparency from the top, including holding management to account and ensuring that employees and volunteers understand GPH’s performance. • External accountability extends beyond annual reporting and the AGM to a focus on dynamic and proactive transparency and building trust and confidence with key stakeholders. 	<p>Principle 6 – Stakeholders</p> <ul style="list-style-type: none"> • The GPH Board should consider stakeholder views as providing valuable insights into whether GPH is achieving its purpose, and as an early warning signal for key risks. • The GPH Board oversees a framework in engaging with key stakeholders and considering their interests, having regard to GPH’s purpose and strategic objectives. • Open and transparent engagement with stakeholders fosters trust and goodwill towards GPH which can benefit GPH in attracting volunteers, funding, and partnerships.
<p>Principle 7 – Sustainability</p> <ul style="list-style-type: none"> • Sustainability considerations are central to best practice governance and should be considered by the Board in a manner that is consistent with GPH’s purpose. • GPH’s purpose, vision and strategy guides GPH’s approach to sustainability with the Board overseeing the risks and opportunities related to sustainability. 	<p>Principle 8 – Organisational culture</p> <ul style="list-style-type: none"> • Directors should lead by example in modelling the organisational culture they expect of employees and volunteers. • Assessing and monitoring an GPH’s organisational culture requires the Board to proactively obtain meaningful information on key elements of culture, including employee and volunteer satisfaction and compliance with

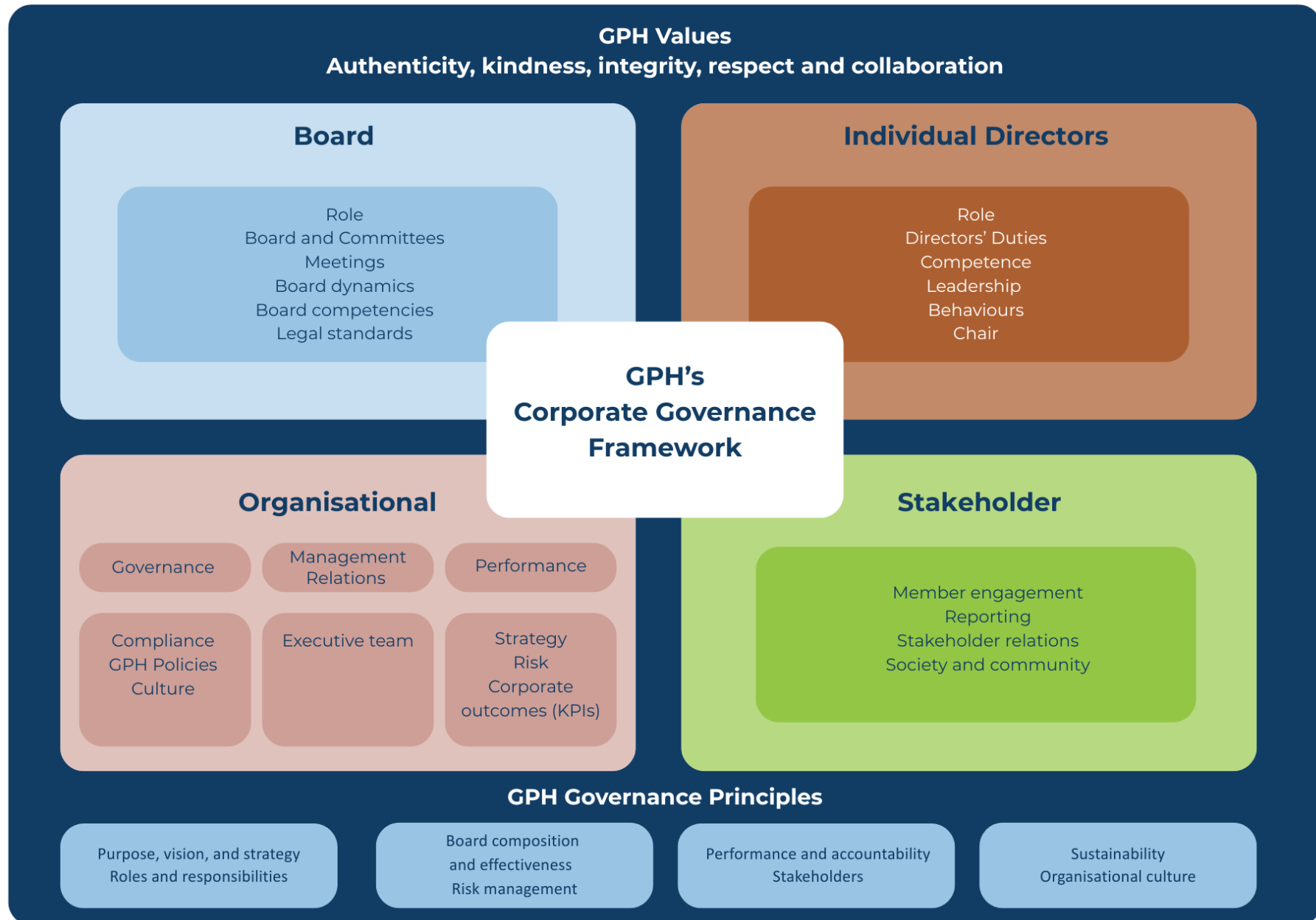
<ul style="list-style-type: none"> Given the broad set of sustainability considerations, GPH Board should be clear on their approach to sustainability, especially when it comes to resource allocation. 	<p>relevant laws.</p> <ul style="list-style-type: none"> The Board has a key role in promoting employee and volunteer recognition and meaning, including through ensuring sufficient resources are dedicated to recognition.
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GPH'S CORPORATE GOVERNANCE STRUCTURE

GPH's Corporate Governance Structure (**Diagram 1**) ensures that GPH's values of authenticity, kindness, integrity, respect and collaboration are embedded in how governance is exercised at every level of the organisation. The framework provides clarity of roles, responsibilities and decision-making across the Board, individual Directors and management, supporting effective oversight of purpose, strategy, risk and performance. Through structured Board and committee processes, strong leadership, and clear accountability arrangements, governance consistently reinforces ethical behaviour, legal compliance and a culture of constructive challenge and collective responsibility.

At an organisational and stakeholder level, the framework aligns governance with performance, accountability and long-term sustainability. It enables the Board to oversee strategic outcomes, risk management and corporate performance while maintaining transparent relationships with members, stakeholders and the community. By integrating governance principles with values-based leadership and meaningful engagement, the framework strengthens confidence that GPH's decisions are well-informed, responsive to community need, and focused on delivering positive and sustainable social impact over time.

Diagram 1: GPH Corporate Governance Structure



GPH's Corporate Governance Structure (contd)

The relative size of each quadrant/segment does not indicate its importance to corporate governance as a whole.

Individual

This quadrant reflects the practices every director enacts as an individual in their director role – for example, the responsibilities they have in relation to leadership both as a director and as a chair.

Board

The quadrant reflects the practices and competencies of individual directors in relation to the whole board – their commitment to the successful functioning of the board and collegiate responsibilities.

Organisational

This quadrant focuses on the responsibilities of directors in relation to the performance of the organisation, including those of Executive Managers. There is a focus on relationships and critical areas of organisational functioning that should be led by directors as individuals within the whole board.

This section of the Framework identifies the director-level operations that underpin peak organisational performance, including compliance, risk, strategy, finance and management relations.

Stakeholder

This quadrant focuses on the essential interaction between directors and stakeholders. This encompasses the outward focus directors need to take into account in carrying out directorship responsibilities. It includes director responsibilities to stakeholders beyond shareholders, to the local community and society at large.

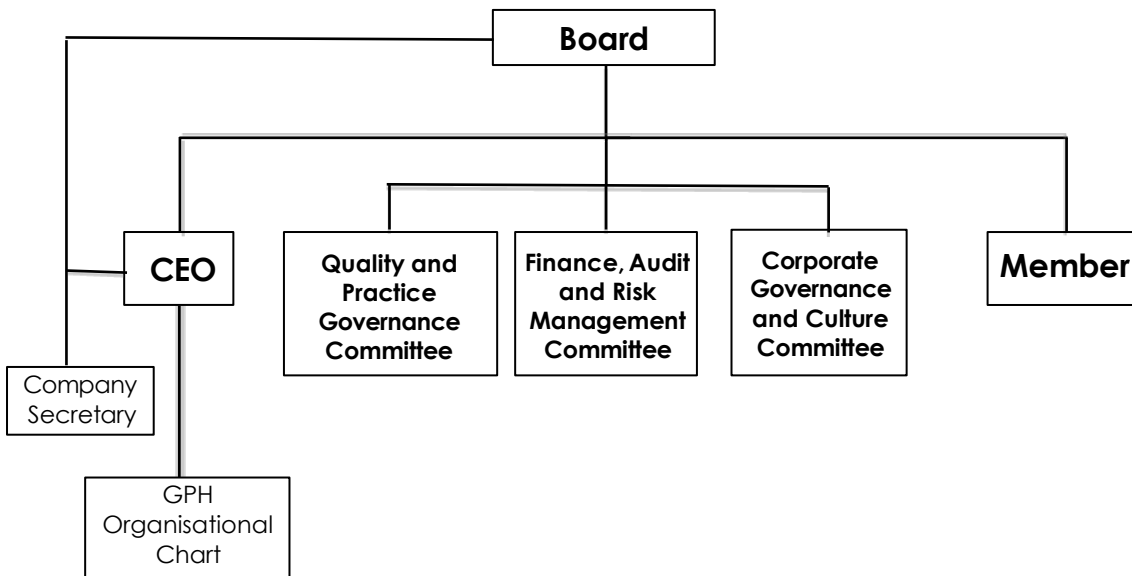
GPH'S BOARD AND COMMITTEE STRUCTURE

The GPH Board and Committee Structure (Diagram 2) ensures that governance responsibilities are clearly allocated, appropriately resourced, and effectively discharged in line with GPH's purpose, values and strategic priorities. The structure enables the Board to retain overall accountability while delegating detailed oversight to committees with defined expertise, clear Terms of Reference and disciplined reporting arrangements. This approach supports informed decision making, strengthens assurance across key areas such as governance, finance, risk, quality and culture, and enables the Board to focus on strategic leadership rather than operational detail.

Through a well-defined committee framework, Directors are supported to apply their skills and experience where they add most value, while maintaining collective responsibility for outcomes.

Regular reporting, structured agendas and annual reviews of committee effectiveness ensure alignment with evolving risks, priorities and organisational needs. Together, the Board and Committee structure reinforces transparency, accountability and stewardship, providing confidence that GPH's governance is robust, responsive and capable of sustaining strong performance and community trust over the long term.

Diagram 2: GPH Board and Committee Structure



PART D – GOVERNANCE ROLES AND RESPONSIBILITIES

THE ROLE OF THE BOARD

Board's Key Role

The Board's key role is to provide strategic leadership and direction, as well as oversight of the day-to-day management, ensuring all decisions uphold GPH's purpose and vision.

Board Responsibilities

In performing this role, the Board is specifically responsible for:

Mission, Strategy, and Governance

- Vision and values: approving the vision and values and ensuring effective implementation of the purpose, vision and values so that all GPH activities are carried out in accordance with these.
- Strategic direction: Developing, approving, and continuously monitoring GPH's overall strategy and strategic plan, in alignment with the purpose and vision.
- Ethical and corporate governance: Determining and approving governance policies, establishing the powers and functions of the Board's committees, and actively directing and monitoring the performance of GPH to ensure all practices align with vision and values.
- External relationships: Identifying, developing, and maintaining collaborative relationships and alliances within and external to GPH to support its strategic objectives.

Financial and Risk Management

- Financial stewardship: Approving annual operating and capital expenditure budgets, and directing and monitoring financial performance, including capital management, acquisitions, divestitures, and the progress of major capital expenditure.
- Reporting and oversight: Approving and monitoring all financial and other reporting required to assure performance and compliance.
- Compliance and risk management: Directing and monitoring compliance and risk management performance, including the implementation and maintenance of robust risk management and compliance systems to ensure regulatory compliance, risk minimisation, and integrity in reporting.

Care, Quality, and People

- Quality and service delivery: Maintaining continuous oversight of service delivery and quality assurance, especially to ensure GPH maintains all relevant government accreditation and licensing requirements.
- Clinical governance: Maintaining direct and active oversight of GPH's clinical governance activities.

Appointments

- Directors: Appoint directors. Developing, approving, and continuously monitoring the Board's succession plan.
- CEO: Appoint and remove the Chief Executive Officer (CEO). Define CEO performance measures and monitor results.
- Company Secretary: Appoint and remove the Company Secretary.

Reserved Powers of the GPH Member

The Member holds certain reserved, non-delegable powers set out in the Constitution. The Board has full authority to govern and manage GPH, subject to those reserved powers.

Delegation of Powers

The Board has full authority to govern and manage GPH, subject to the powers for members. From

time to time, the Board delegates its powers as per the Board approved Delegations Manual. The Delegations Manual clearly sets out the levels of authority delegated to duly appointed office holders and staff of GPH. The underlying intention of the Delegation Manual is to clarify accountability and responsibility for the day-to-day operation of GPH.

Board Structure

The Constitution outlines the structure of the Board. The Board shall be comprised of at least five and no more than seven Directors.

Directors Term and Rotation

Directors will hold office for such a term as determined by the Board. Directors hold office for a term of three years. A Director is eligible for re-appointment at the end of their term but will not be eligible for a further consecutive appointment after serving three consecutive terms. No director can be appointed more than three terms in succession (total nine years).

A Director may be removed by the Board before the end of their term by the Board in addition to the rights of Voting Members under the Act.

To ensure a gradual and controlled renewal of directors, a number of directors retire each year and may be re-appointed if eligible.

Skills Required on the Board

Directors will be appointed by the Board based on their skills, qualifications, experience or other benefit to GPH. The Board should collectively possess a diverse mix of qualifications, skills, and experience to effectively govern GPH in the interests of its members. This includes a balance of clinical and commercial expertise, as well as representation across the geographical areas in which GPH operates.

The Board is committed to diversity of thought, background, and lived experience, with consideration given to gender balance and cultural diversity—particularly relevant in the context of health and community services.

The [Board Rotation and Directors Skills Policy](#) and Board Skills Matrix are maintained and reviewed regularly to identify capability gaps and inform succession planning and future appointments.

Selection and Appointment

Sourcing and identifying Directors is the responsibility of the Corporate Governance and Culture Committee, who makes a recommendation to the Board on suitable candidates.

Board Member Induction

The Corporate Governance and Culture Committee is responsible for an Induction Program for new directors. The Chair, the CEO and the Company Secretary (in consultation with all Board members) will undertake the induction of new directors.

Development activities for the Board as a whole and Directors on an individual basis will be available from time to time. Committee membership, conference attendance and Board representation are all opportunities that are shared within the Board.

ROLE OF THE COMMITTEES

The Board may establish standing or ad hoc committees to assist in fulfilling its responsibilities. Each committee operates under formal Terms of Reference approved by the Board, which outlines its purpose, delegated authority, composition, responsibilities, and reporting requirements. The Terms of Reference are reviewed by the Board every two years. Standing committees currently include:

- Corporate Governance and Culture Committee;
- Finance, Audit and Risk Management Committee; and
- Quality and Practice Governance Committee.

These committees have limited delegated authority and primarily serve to provide informed recommendations to the Board within their respective areas of responsibility.

The committees are the means through which more detailed reporting and monitoring occurs. All Directors are to have access to the reports and information provided to those committees and may attend committee meetings as non-members.

The committees' performance is reviewed on an annual basis.

THE ROLE OF INDIVIDUAL BOARD MEMBERS

ACNC Governance Standards

The [ACNC Governance Standards](#) are the minimum standards that relate to the governance and management of GPH, as a charity. The ACNC Governance Standards are one of the key legislative frameworks that GPH directors should be familiar with. GPH must meet the ACNC Governance Standards to maintain its registration as a charity with the ACNC. The Governance Standards are:

- Governance Standard 1: Not-for-profit and working towards charitable purpose;
- Governance Standard 2: Accountability to members;
- Governance Standard 3: Compliance with Australian laws;
- Governance Standard 4: Suitability of Responsible People;
- Governance Standard 5: Duties of Responsible People; and
- Governance Standard 6: Maintaining and enhancing public trust and confidence in the Australian not-for-profit sector.

For the directors of charities, Governance Standard 5, is the key set of obligations that are central to their role. A director of a charity is a 'responsible person'.

ACNC Governance Standard 5 – Duties of Responsible People

- To act with reasonable care and diligence;
- To act honestly and fairly in the best interests of the charity and for its charitable purpose;
- Not to misuse their position or information they gain as a responsible person;
- To disclose conflicts of interest;
- To ensure that the financial affairs of the charity are managed responsibly; and
- Not to allow the charity to operate while it is insolvent.

Directors' Statutory Obligations

Directors should be aware of the Directors' Statutory Obligations when undertaking their governance duties. Personal liability can result from a breach of these duties. The following is a non-exhaustive list of specific director obligations.

Prevent insolvent trading

- This is a separate duty under Commonwealth laws and some State laws. It is closely linked to the duty to use reasonable care with respect to the NFP's finances.
- A director must not allow the NFP to incur further debts if the director knows or suspects that the NFP cannot pay its current debts or will be unable to if it takes on further debt.

Workplace health and safety (WHS)

- Directors must exercise due diligence, or 'reasonable care', to ensure the organisation and management are complying with the relevant obligations, including that resources and processes are used to eliminate or minimise risks and safety. The positive duty under WHS laws, also applies to workplace sexual harassment.

Environmental law

- Commonwealth and State environmental laws make directors personally liable for breaches by

their organisations where a director has not taken reasonable steps to prevent the offence.
<p>Taxation and superannuation</p> <ul style="list-style-type: none"> • Directors of an organisation that fails to meet pay as you go (PAYG) withholding obligations and/or does not pay superannuation guarantee amounts can become personally liable for a penalty equal to the unpaid amount. • When an amount remains outstanding, the Australian Taxation Office may issue a director penalty notice. • In certain circumstances, directors may also be personally liable for a company's goods and services tax (GST) liabilities.
<p>Director identification numbers</p> <ul style="list-style-type: none"> • Directors of NFPs that are incorporated either under the Corporations Act or the Corporations (Aboriginal and Torres Strait Islander) Act 2006 (CATSI Act) are required to obtain a director identification number (director ID).

Note: Directors of charities that are structured as companies that are limited by guarantee are not subject to the individual duties under the Corporations Act as they are replaced by the ACNC Governance Standards. These duties are found in common law (that is law developed by judges) and/or in key legislation that applies to directors, including the Corporations Act, ACNC Regulations (in the form of the Governance Standards) and CATSI Act. There are four general directors' duties:

- Act with reasonable care, skill and diligence;
- Act in good faith and for a proper purpose;
- Not to improperly use information or position; and
- Disclose and manage conflicts of interest.

In addition to above, directors are responsible for leading and promoting the purpose of GPH, ensuring that the interests and voices of those who receive services remain central to GPH's strategy and decision-making. Directors are accountable to GPH's members and key stakeholders for GPH's overall success, including:

- Upholding effective corporate governance;
- Achieving strategic objectives;
- Ensuring financial and operational sustainability;
- Complying with all legal, regulatory, and policy obligations; and
- Maintaining GPH's relevance, productivity, and vibrancy within the community.

Further details regarding the responsibilities and expectations of Directors are outlined in the *Non-Executive Director Position Description*.

Directors' Code of Conduct

Directors are bound by the [Board Code of Conduct](#) and must conduct all business with the highest ethical standards.

Directors' Conflicts of Interest

In addition, Directors must comply with the [Board Conflicts of Interest Policy](#), ensuring that any changes to their interests are disclosed promptly and appropriately managed. Conflicts of Interest are identified at every meeting, and all Directors complete a Register of Interests that is available for update continuously.

Director Protection (Insurance)

Board members are entitled to indemnity protection through GPH's insurance and details of this are contained in the Director's Handbook and are managed by the Company Secretary.

Counsel for Directors

Directors and members of sub-committees have access to the advice of external experts, at the expense of GPH, when required. Directors make requests for such advice at meetings of the Board or directly to the Chair. Any advice obtained is made available to the whole Board.

Director Contact Details

The Company Secretary will maintain up-to-date emergency contact details for all directors. Directors are responsible for promptly advising the Company Secretary of any changes to their contact details.

Media Communication

GPH recognises the importance of transparent and responsible communication with the media while protecting GPH's reputation, stakeholders, and confidential information. Media communications must be:

- accurate and factual;
- timely and coordinated;
- consistent with approved messaging and organisational strategy; and
- compliant with legal, regulatory and confidentiality obligations.

Authorised spokesperson

The Chair of the Board is the authorised spokesperson on matters relating to:

- Board decisions;
- governance matters;
- CEO appointment, performance or succession; and
- significant issues affecting the Board or organisational leadership.

The CEO is the authorised spokesperson on matters relating to:

- organisational operations and performance;
- strategy execution;
- service delivery and stakeholder engagement; and
- operational incidents, where appropriate.

The Chair may, in consultation with the CEO, nominate another Director or Executive Manager(s) to act as spokesperson for specific matters.

Directors' Responsibilities

Individual Directors must not communicate with the media on matters relating to GPH unless expressly authorised by the Chair. Where a Director is approached by the media, the Director must:

- decline to comment; and
- immediately refer the enquiry to the Chair or CEO.

Directors must ensure that personal opinions are not expressed publicly in a manner that could reasonably be interpreted as representing the views of the Board or GPH.

Coordination of Media Communications

All media communications must be coordinated through the CEO or delegated executive function, in consultation with the Chair where matters relate to governance or Board oversight. Media releases, statements or briefings relating to significant matters must be reviewed and approved in accordance with internal communication and delegation protocols.

Crisis and Sensitive Matters

In the event of a crisis, significant incident, or matter with potential reputational, legal or regulatory impact, media communications must be centrally managed.

The Chair and CEO will determine:

- the authorised spokesperson(s);
- key messages; and
- timing and channels of communication.

Directors must not make public comment on crisis or sensitive matters unless specifically authorised.

Confidentiality and Compliance

Directors must not disclose confidential, commercially sensitive, personal or protected information to the media under any circumstances. All media communications must comply with applicable laws, regulatory requirements, contractual obligations and GPH policies.

Social Media Engagement

GPH recognises that Directors may engage with organisational social media content in a personal capacity. Social media engagement by Directors must be undertaken responsibly and in a manner that:

- protects GPH's reputation and stakeholder relationships;
- maintains appropriate governance boundaries;
- upholds confidentiality obligations, and
- aligns with organisational values and approved messaging.

Permitted Social Media Activity

Directors may, in their personal capacity:

- like, share or comment positively on GPH's official social media posts, provided such engagement is supportive and consistent with organisational values, and
- acknowledge or congratulate GPH achievements or milestones in general terms.

Restrictions on Social Media Use

Directors must not:

- post content that could reasonably be interpreted as representing official Board or GPH positions without express authorisation from the Chair;
- disclose confidential, commercially sensitive, personal or protected information;
- comment on matters relating to Board decisions, governance matters, organisational strategy, performance issues, or sensitive matters without express authorisation from the Chair, or
- engage in social media activity that contradicts approved messaging or could damage GPH's reputation.

Queries and Authorisation

Where a Director is uncertain whether proposed social media activity is appropriate, the Director must consult with the Chair prior to posting or engaging. Any substantive social media commentary about GPH matters requires the same authorisation process as traditional media communications.

Emergency Contact Procedures

In the event of an emergency, the Chair of the Board must be contacted as soon as practicable by the CEO or the most senior available Executive Manager. If the Chair is unavailable, contact must be made in the following order:

- Deputy Chair (if applicable); or
- another Director nominated by the Board for emergency escalation.

The Company Secretary must also be notified without delay to support coordination, record-keeping and governance processes.

CEO Responsibilities

The CEO is responsible for:

- assessing whether an incident constitutes an emergency requiring Board notification;
- ensuring timely and accurate communication with the Chair; and
- providing an initial briefing outlining known facts, immediate actions taken, and anticipated next steps.

The CEO must ensure ongoing updates are provided to the Chair and, where appropriate, to the Board until the matter is resolved.

Mode of communication

Emergency communication may occur via:

- telephone;
- secure electronic messaging; or
- other agreed rapid communication channels.

Written confirmation of verbal briefings should be provided as soon as practicable for governance and record purposes.

Board Engagement During Emergencies

The Chair will determine:

- whether an urgent Board meeting or teleconference is required;
- whether the matter should be referred to a relevant committee; and
- the appropriate level of ongoing Board involvement.

The Chair may convene meetings at short notice in accordance with the Constitution and Board protocols.

Confidentiality

All emergency communications are confidential and must be treated as sensitive. Directors must not disclose emergency-related information to external parties, including the media, unless expressly authorised.

Remuneration

Board Members are remunerated for their Director's duties by an annual fee, payable quarterly, in arrears. Reasonable expenses will be reimbursed and require prior approval by the Chair.

The Corporate Governance and Culture Committee is responsible for setting and monitoring the level of remuneration and reviews this on a bi annual basis. Remuneration is benchmarked using relevant comparisons in the Not for Profit, both in the health industry and with other organisations of a similar scale and scope. Remuneration policy is based on the principles of simplicity and moderation.

THE ROLE OF THE BOARD CHAIR

Appointment/Removal of the Board Chair

The Directors will elect from among their number a Chair. The Chair will hold office until the earlier of the expiry or vacation of their term of office; at the end of the next Annual General Meeting; or such later time as the Board determines.

Specific Board Chair Roles

The Chair leads the Board, represents it publicly, and acts as the main link to the CEO. The

Chair's role and responsibilities include:

- Provide leadership to the Board and ensure effective governance and meeting conduct;

- Preside over Board meetings;
- Foster a culture of trust, respect, and open communication between the Board and management; and
- Advise the CEO regularly on strategic initiatives and significant matters.

The Chair is elected by the Board as per the Constitution.

THE ROLE OF THE BOARD DEPUTY CHAIR

Appointment/Removal of the Board Chair

The Directors will elect from among their number a Deputy Chair. The Deputy Chair will hold office until the earlier of the expiry or vacation of their term of office; at the end of the next Annual General Meeting; or such later time as the Board determines.

Specific Board Deputy Chair Roles

In the absence of the Chair, or during a vacancy in the office of Chair or during the inability of the Chair to act, the Deputy Chair has all the functions of the Chair on a temporary basis. For example, when the Chair is on leave, or an apology for a meeting.

THE ROLE OF THE CHIEF EXECUTIVE OFFICER

Appointment

The Board appoints and removes the CEO. The Board oversees the performance of the CEO.

CEO's Role

The CEO is responsible for leading and promoting the purpose of GPH, ensuring that the needs and voices of those who access GPH services are central to the organisation's strategy and decision-making.

The CEO provides strategic and operational leadership to achieve GPH's vision, mission, and strategic objectives. This includes:

- Leading the executive team and overseeing the effective management of GPH's operations;
- Developing, implementing, and monitoring GPH's strategy;
- Ensuring financial and operational sustainability; and
- Driving performance and continuous improvement across all areas of GPH.

The CEO is accountable for the overall performance of GPH and is expected to provide values-based leadership that inspires staff and fosters a positive organisational culture. The CEO also serves as the primary representative of GPH, advocating for the organisation's mission and engaging with stakeholders to promote its interests and impact.

The CEO must report to the Board in a timely manner and ensure all reports to the Board provide a true and fair view of GPH's services, staffing, condition and operating results.

The role of the CEO is further described in the *CEO Position Description*.

Counsel for the CEO

The Board recognises the importance of ensuring that the CEO has appropriate access to professional advice, guidance, and support in fulfilling their responsibilities. The CEO is entitled to seek counsel from internal and external advisers for the purpose of effectively discharging their duties.

The CEO may access the following sources of counsel, as required:

- **Chair of the Board** – for governance guidance, Board expectations, strategic alignment, and performance matters.
- **Committees and its chairs** – for specialist counsel in areas including audit and risk, clinical

governance, finance, remuneration, safety, and people and culture.

- **Company Secretary** – for matters relating to corporate governance obligations, regulatory compliance, and Board processes.
- **Executive Managers** – for operational, financial, clinical, and organisational advice relevant to the execution of strategy.
- **External independent advisers** – where specialised or independent counsel is required and where such engagement is consistent with delegations and policies approved by the Board. Any engagement of external advisers that exceeds the CEO's approval authority must be referred to the Chair for approval or, where appropriate, to the Board or relevant committee.

THE ROLE OF THE COMPANY SECRETARY

Appointment

The Board appoints and removes the Company Secretary. The Company Secretary may resign by notice in writing at any time and, under the Corporations Act and the Constitution.

Company Secretary's role

The Board is supported by the Company Secretary who is accountable for GPH's governance processes and for providing general advice to the Board. Specifically, the Company Secretary is responsible for:

- Accurate and timely production of advice and papers for the Board.
- Holding a complete set of accurate board papers at GPH head office and providing access to these papers to Directors.
- Establishing and maintaining a register of conflicts of interest and a register of related party transactions. Maintaining, updating and distributing to Board members an up to date copy of this Board Charter and associated governance documentation
- The Board is responsible for the appointment and removal of the Company Secretary. The Company Secretary reports to the CEO for day-to-day operational matters, while maintaining a direct reporting line to the Board on governance-related responsibilities.

The role of the CEO is further described in the *Company Secretary Position Description*.

RELATIONSHIP WITH MANAGEMENT

The relationship between the Board and the Executive Managers is collaborative, with each fulfilling distinct but complementary roles. This partnership is grounded in a shared commitment to maximising GPH's performance, impact, and accountability.

Board and committee meetings provide formal opportunities for Directors to engage with the CEO and Executive Managers, seek information, and exercise their governance responsibilities. Directors are expected to provide reasonable notice for detailed information requests, allowing the Executive Managers sufficient time to prepare responses. Where possible, such requests should be made prior to meetings.

Directors have full and open access to GPH information. Requests for information or clarification should be directed through the Chair to the CEO to ensure appropriate coordination.

All interactions between Directors and Executive Managers must be respectful, professional, and consistent with the standards set out in the Board Code of Conduct and the broader GPH Code of Conduct. The Board is collectively responsible for fostering a constructive and effective relationship with the CEO and Executive Managers.

The Chair and CEO serve as the primary liaison between the Board and management. They meet regularly to maintain a relationship based on trust, open communication, and effective governance.

Directors may be invited to provide advice or guidance to Executive Managers on specific matters. These interactions are encouraged as opportunities for constructive engagement in support of GPH's strategic objectives.

PART E: BOARD PROCESSES

BOARD MEETINGS

Meeting Frequency

The Board meets at least six times per year, with meetings held at various GPH locations to support engagement across GPH. At least one meeting each year is dedicated to strategic planning. Additional meetings may be convened as required to address emerging issues or priorities.

Board Papers Distribution

To support informed decision-making, Board papers are distributed by the Company Secretary to the Directors at least seven days prior to each scheduled meeting.

Conduct of Meetings

The meeting of the board is conducted in accordance with the GPH Constitution.

Attendance at Board Meetings

All duly appointed Directors are entitled and expected to attend meetings of the Board. A Director who is unable to attend a meeting must notify the Chair and Company Secretary as soon as practicable.

The CEO, Executive Managers and Company Secretary will normally attend the Board meetings unless the Board determines otherwise. The Executive Managers may attend the meetings for the items that require their attendance.

The Board or CEO may invite other internal or external representatives to attend Board meetings for specific agenda items. Invited attendees may attend for all or part of a meeting, as determined by the Chair, and do not have voting rights.

Leave of Absence

Board members must seek the Board's approval for a leave of absence. Leave of absence for periods greater than three months will suspend the Director's stipend payments.

In-camera sessions

The Board may at any time hold in-camera sessions without management, advisers or other attendees present. The Board may determine the attendees for the in-camera session, as appropriate.

Feedback on Board Meetings

Directors will individually and collectively review their effectiveness on a continuing basis to reflect on what is working well and opportunities for improvement. The measures of effectiveness are:

- Adequacy and timeliness of reports;
- Meeting facilitation;
- Punctuality (arrival, start, finish);
- Chair's management;
- GPH values upheld (authenticity, kindness, integrity, respect and collaboration);
- Effective, inclusive and collaborative decision making;
- Input from executives and relevant key stakeholders considered;
- Strategy vs operation balance;
- Focus on risk; and
- Market analysis undertaken, where required.

Circulating Resolutions

Circulating resolutions provide a mechanism for the Board to make decisions outside a formal meeting where a matter requires timely determination and it is impractical or unnecessary to convene a Board meeting.

In accordance with the Constitution, the Board may make decisions either:

- at a duly convened Board meeting; or
- by way of a circulating resolution.

A circulating resolution has the same force and effect as a resolution passed at a Board meeting when made in accordance with the Constitution.

Use of Circulating Resolutions

Circulating resolutions may be used where:

- the matter is straightforward or time-critical;
- all Directors are adequately informed; and
- it is appropriate for the decision to be made without collective discussion in a meeting forum.

Circulating resolutions should not be used for matters requiring:

- significant debate;
- complex judgement or strategic consideration; or
- matters that the Chair determines should be dealt with at a Board meeting.

Approval Requirements

A circulating resolution is valid only where all Directors entitled to vote on the resolution:

- receive the full proposed resolution and supporting information; and
- indicate their agreement by signing or otherwise approving the resolution in writing.

Directors who are not entitled to vote on the resolution, or who have been granted leave of absence for the relevant period, are excluded when determining unanimity.

Form of Circulating Resolutions

A circulating resolution may consist of:

- a single document signed by all eligible Directors; or
- multiple documents in identical terms, each signed by one or more eligible Directors.

Approval may be provided by physical signature or approved electronic means, subject to governance and record-keeping requirements.

Timing and Effect

A circulating resolution is taken to have been passed:

- on the date; and
- at the time when the last eligible Director signs or approves the resolution.

Recording and Evidence

All circulating resolutions must:

- be entered into the Company's minute book; and
- be retained in accordance with record-keeping requirements.

A circulating resolution recorded and kept in accordance with the Constitution is evidence of the resolution and the Board decision, unless proved otherwise.

Notification to the Board

All circulating resolutions will be reported to the Board at the next scheduled Board meeting for noting.

Role of the Chair and Company Secretary

The Chair determines whether a matter is appropriate for a circulating resolution.

The Company Secretary is responsible for:

- coordinating the circulation process;
- confirming eligibility and unanimity requirements; and
- ensuring proper recording of the resolution.

Circulating Resolutions of Committees

Unless otherwise stated in a the committee’s terms of reference, the provisions of this section apply equally to circular resolutions of committees.

BOARD PAPERS

Board Agenda Setting and Standing Items

The agenda sets out the business to be transacted at each Board meeting, supports orderly conduct, and ensures Directors receive the information required to discharge their duties efficiently and in accordance with the Constitution.

Roles and Responsibilities

- The Chair approves the draft agenda and may reorder, add or defer items to ensure time-efficient governance, including determining whether items are for Decision, Discussion, or Noting.
- The CEO and Executive Managers propose agenda items to the Company Secretary arising from strategy execution, operations and risk; identify items requiring Board decisions; and ensure management presenters are available.
- The Company Secretary compiles the agenda, aligns items to the Annual Reporting Schedule, coordinates supporting papers and hyperlinking, circulates the agenda, records item outcomes and follow-ups for the action list.

The committee chairs propose and sponsor items elevated from committees, including committee minutes, chair’s verbal reports and recommendations.

Standing items on the Agenda

While the Chair may tailor the order for meeting effectiveness, a typical agenda will include the following sections and indicative item types (Decision / Discussion / Noting), consistent with GPH practice.

<ul style="list-style-type: none"> • Preliminaries • Acknowledgement of Country and any lived-experience acknowledgements • Apologies and confirmation of quorum declarations of interests • Nomination of a Director to provide meeting feedback • Minutes, Matters Arising and Action List • GPH Membership Matters • Appointments • Chair’s Report 	<ul style="list-style-type: none"> • Chair’s verbal update • Board Report • Finance Dashboard and other dashboards • Committee Reports (including risk monitoring) and Minutes • Other Business • Annual Board and Committee Reporting Schedules • In-Camera Session • Meeting Review • Meeting Close
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Board Minutes

Board minutes are the formal record of the proceedings and resolutions of meetings of the Board and its committees. they provide evidence of decision-making, support accountability, and ensure compliance with the Constitution and applicable legal requirements.

In accordance with the Constitution, the Board must ensure that proper minutes are made of all meetings of the Board and its committees.

Minutes must accurately record the business transacted and decisions made by the Board.

Responsibility for Minutes

The Company Secretary is responsible for:

- preparing draft minutes of each Board meeting;
- ensuring minutes reflect resolutions and key deliberations; and
- maintaining the official minute books of GPH.

The CEO and the relevant Chair of the meeting are responsible for reviewing draft minutes for accuracy and completeness prior to their presentation to the Board.

ANNUAL BOARD AND COMMITTEES REPORTING SCHEDULE

The Board will adopt and maintain an Annual Board and Committees Reporting Schedule to ensure systematic oversight of strategic, financial, clinical, governance and operational matters over the course of each financial year.

The Reporting Schedule will set out the timing, frequency, and governance pathway for all recurring reports, presentations, reviews and compliance obligations required to support the Board in fulfilling its duties.

Roles and Responsibilities

- The Company Secretary is responsible for maintaining the Reporting Schedule, ensuring its alignment with governance requirements, and incorporating updates following changes in legislation, regulation or organisational priorities.
- Committee chairs, in consultation with management, are responsible for identifying Committee specific reporting requirements and ensuring these are captured within the annual schedule.
- The Board will review and approve the Reporting Schedule annually to ensure it remains relevant, comprehensive and effective in supporting the Board's responsibilities.
- The Chair may approve adjustments to the Reporting Schedule during the year to respond to emerging issues, strategic priorities or regulatory changes, with such updates tabled at the next Board meeting.

VERSION HISTORY

Date	Version No.	Owner	Approved by	Reason for update
March 2018	1	Company Secretary	Board	New
June 2020	2	Company Secretary	Board	Review cycle
November 2022	3	Company Secretary	Board	Review cycle
February 2023	4	Company Secretary	Board	Review Cycle
October 2024	5	Company Secretary	Board	Review Cycle
December 2025	6	Company Secretary	Board	Review Cycle
February 2026	7	Company Secretary	Board	Review Cycle