

# Board Charter

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# Board Charter

Australasian College for Emergency Medicine

## Document Review

Timeframe for review:	every two years, or earlier if required.
Document authorisation:	ACEM Board
Document implementation:	ACEM Board and Chief Executive Officer
Document maintenance:	Chief Executive Officer

## Revision History

Version	Date	Pages revised / Brief Explanation of Revision
v1	Mar-2014	Approved by Council
v2	Oct-2016	Approved by Board
v3	Oct-2018	Approved by Board
v4	Apr-2019	Revised throughout. Took effect June 2019 following approval by the Fellowship of changes to the ACEM Constitution.
v5	May-2024	Revisions approved by Board, incorporating reference to Board member payments and reimbursements, and expansion of conflict of interest provisions

# Board Charter

Australasian College for Emergency Medicine

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## 1 Purpose and Scope

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Pursuant to the provisions of the Constitution of the Australasian College for Emergency Medicine (ACEM; the College), the ACEM Board governs the business of the College, with the members of the ACEM Board being the directors of the Company. The ACEM Board reserves some matters to itself for decision and has delegated authority for other matters to College bodies and the Chief Executive Officer (CEO).

## 2 Composition of the ACEM Board

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Matters relating to the composition of the ACEM Board are set out in clause 8.1 of the ACEM Constitution and Regulation A4. Pursuant to that clause, the ACEM Board comprises:

- the President
- the President-Elect or Immediate Past President as appropriate
- the Chair of the Council of Advocacy Practice and Partnerships (CAPP)
- the Chair of the Council of Education (COE) / Censor-in-Chief (CIC)
- up to two (2) Fellows of the College appointed by the Board in accordance with policies and procedures set out in regulations
- one (1) FACEM Training Program trainee representative ('Trainee Member')
- two (2) non-FACEM appointees, selected on the basis of skills brought to the position
- one (1) Community Member
- a national FACEM member from Aotearoa New Zealand, if and when none of the Board members are resident in that region
- a national FACEM member from Australia, if and when none of the Board members are resident in that region.

ACEM Board members should:

- (a) display a sound understanding and application of the principles of corporate governance, fiduciary responsibility and professional conduct;
- (b) have a proper understanding of, and competence to deal with, current and emerging issues facing the College; and
- (c) be able to effectively review and challenge the performance of management and exercise unfettered and independent judgement in the discharge of their duties and responsibilities as Board members.

## 3 Role and Responsibilities of the ACEM Board

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The role of the ACEM Board is to provide purpose, leadership and overall strategy. It is also responsible for ensuring the good governance of the College and assuring its stakeholders that the College's finances are sound, its operations are legal and its procedures are effective. To this end, the ACEM Board has adopted the accountabilities and responsibilities set out below, which apply to both the Board collectively and to Board members individually.

### 3.1 Strategy and Planning

- (a) to approve the College's strategic plan, and to ensure that performance against the strategic plan is reviewed annually, or more frequently as appropriate.

### 3.2 Financial Reporting and Audit

- (a) to approve annual financial statements and the annual financial report

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- (b) to regularly monitor the financial position of the College
- (c) to ensure that any significant risks to the College's financial situation are identified and managed
- (d) to ensure that the Board is regularly and adequately informed through reports, both written and verbal, of the financial status of the College and its operations.

## 3.3 Capital Management

- (a) to review, approve and monitor the College's annual budget
- (b) to approve major transactions not included in the annual budget or exceeding the authority contained within the College's delegations framework
- (c) to approve the leasing, purchase or sale of buildings or other major capital expenditure commitments.

## 3.4 Performance Monitoring

- (a) to approve any relevant financial or non-financial key performance indicators (KPIs) for the College to be reported to the Board by the Chief Executive Officer
- (b) to review the College's performance against those KPIs with the Chief Executive Officer.

## 3.5 Risk Management and Compliance

- (a) to review major risks the College is, or is likely to be, exposed to in the achievement of its strategic plans and objectives
- (b) to review risk management strategies, resources, structures and processes within the College and consider and approve as appropriate any recommended changes
- (c) to review the management of the College's brand, image and reputation.

## 3.6 Board Processes and Policies

- (a) to undertake annual review of the effectiveness of the Board, the Councils, Board entities and Board members, to improve their performance
- (b) to provide open and honest criticism, advice and feedback in all matters relating to the governance of the College
- (c) to review compliance with the law affecting the business of the College
- (d) to ensure that the Board's time is used efficiently in order to drive the activities of the College forward
- (e) to oversee the College's relationship with its Fellows, other members and trainees
- (f) to appoint the College's Chief Executive Officer, to review the performance of the Chief Executive Officer on a regular (at least annual) basis and to ensure that a fair and transparent process has been implemented to set the remuneration and contract of employment for the Chief Executive Officer
- (g) to review and approve major policies and ensure that management has established policies and procedures and that these are diligently administered
- (h) to ensure fair and transparent election processes within the College
- (i) to ensure induction programs for new Board members and that ongoing education programs for all Board members are implemented and available, when required
- (j) to ensure individual Board members have access to internal and external sources of information as required to permit the discharge of their duties as Board members
- (k) to maintain an appropriate delegations framework, such that operational activity can be undertaken within the management and the Councils and entities of the College, without undue risk being presented.

## 3.7 Chief Executive Officer

The Board as a whole is the employer of the Chief Executive Officer.

### Role Description

The Board must ensure that there is a clear job description outlining the duties of the Chief Executive Officer.

### Board's relationship with the Chief Executive Officer

- (a) The Board will provide the Chief Executive Officer with annual KPIs and formal appraisal in connection with their accountability, as principal advisor to the Board, on the College's strategic direction and budget.
- (b) The Board should, on a regular basis, review its relationship with the Chief Executive Officer, ensuring that this relationship is functioning in accordance with the strategic plan and goals of the College.
- (c) The Board should assess the Chief Executive Officer's performance at least annually in a systematic and fair manner. Feedback to the Chief Executive Officer should be frequent and constructive to assist the Chief Executive Officer in their performance.

### Separation of responsibilities

The role of the Board is governance; the role of the Chief Executive Officer is management. The Chief Executive Officer is responsible for:

- implementation of College strategy as set by the Board;
- carrying out policy which has been agreed to by the Board;
- the day-to-day management and administration of the College in accordance with the provisions of the Delegations Schedules; and
- the management of College staff.

These functions are separate and different, however, the Board and the Chief Executive Officer should operate as a partnership. Mutual trust and respect for this separation of responsibilities is imperative.

In particular, the Chief Executive Officer is the proper conduit for communication between the Board and College management. Should a Board member have concerns regarding the performance of a staff member or believes that there are grounds to criticise or discipline a staff member, the matter must be referred to the Chief Executive Officer.

## 4 Reporting Requirements

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The Board shall receive reports from CAPP, COE and of each of the Board entities at each of its meetings.

The Board will report on its activities to the wider College membership through such mechanism as is determined appropriate from time to time by the Board.

## 5 Delegated Authority

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Pursuant to clause 7.2 of the ACEM Constitution, the Board may delegate any of its powers, other than that of delegation, to the Councils and College committees or similar entities. The authorities delegated by the Board are set out in the CAPP and COE Charters, and relevant Terms of Reference.

## 6 Councils and Board Committees

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### 6.1 College Councils

The Council of Education (COE) and the Council of Advocacy, Practice and Partnerships (CAPP) are established by clauses 13 and 14 respectively of the Constitution. The Board shall determine the Charters of those bodies, in which it will set out the roles and responsibilities of each Council, their terms of operation and the delegated authority which each committee may exercise.

Review timelines: The Board shall review both Council charters every two years, or earlier if required.

### 6.2 Board Committees

The Board has authority to establish entities, both standing and ad hoc, to assist it in the exercise of its authority. **'Board entity'** means any committee, subcommittee, working group, reference group, ancillary entity or other body formed under the jurisdiction of the Board. Each such entity shall be responsible to the Board, either directly or indirectly as specified in their terms of reference.

#### Standing Committees

The Board standing committees, established by the ACEM Constitution, are:

- (a) Governance Committee
- (b) Finance and Risk Committee.

#### Board Entities

The Board may establish further entities, including other committees, as and when the need arises to consider matters of special importance or to exercise the authority of the Board. The Board will determine the membership and composition of all Board entities, having regard to workload, skills and experience.

The Board will determine the terms of reference of its entities in which it will set out the roles and responsibilities of each, their terms of operation and duration, and detail the delegated authority which that entity may exercise.

**Review timelines:** Pursuant to clause 15.4 of the ACEM Constitution, the Board shall review the continuing need for each Board entity and the membership of each such entity at least every two (2) years. This includes a review of the entities' terms of reference.

## 7 Standards of Conduct and Ethics

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### 7.1 Code of Conduct

Board members are to act in accordance with the standards of conduct and ethics appropriate to the aims and purposes of the College and the Board at all times.

In particular, Board members are to comply with the provisions of the following:

- *ACEM Core Values*
- *ACEM Code of Conduct (COR235)*
- *Conflict of Interest Policy (COR139)*
- *Member/Staff Relations Policy (COR304)*

Additionally, Board members should:

- (a) Participate in formal and/or scheduled functions of the Board and College, and contribute to the business of the College through participation in CAPP, COE and other College entities.

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- (b) Contribute to meetings, discussions and activities in a positive and constructive manner, showing respect for other Board members' opinions and allowing each member a fair and equal opportunity to contribute to discussion and decision making.
- (c) Discuss any Board-related issues which may arise with the President and to keep any differences of opinion or disagreements impersonal and professional at all times.
- (d) Abide by Board decisions once reached, notwithstanding a Board member's right to pursue an alternative decision as part of the decision-making process.
- (e) Make reasonable enquiries to ensure that the College is operating efficiently, effectively, legally and ethically and in keeping with the philosophy of the College in the pursuit of its goals and strategies.
- (f) Conduct themselves in a manner that brings credibility and goodwill to the College.

## Public Comment

The Chair of the Board (i.e. the ACEM President) is designated by the Board to speak on behalf of College.

Should an individual Board member be approached for comment on any matter relating to their role on the Board, then that Board member:

- will not disclose any information, documents or other data without the prior consent of the Board, except for information and documents that are available to the public;
- will inform the Board or the President at the earliest opportunity of any approach or request and seek a determination on the appropriate action to be taken by that Board member;
- will not commit to decisions or positions not agreed by the Board; and
- will abide by the requirement of Board members speaking with one voice, regardless of the personal view of that Board member.

Board members are also required to adhere to relevant College policies, procedures, guidelines and any other instruments as from time to time approved.

## 7.2 Conflicts of interest

Board members should, where possible, avoid situations where their personal interests conflict with the interests of the College.

### Disclosure

Board members must make a full disclosure of any actual or potential conflict of interest to the Board as soon as practicable after they become aware of that interest. The notification should include:

- the nature and extent of the interest; and
- the relationship of the interest to the affairs of the Board and/or College.

A standing notice of all such interests may be given. In addition to providing a written statement of their interests, Board members should declare any identified conflict prior to the consideration of relevant matters at a meeting of the ACEM Board, in accordance with the provisions of the *Conflict of Interest Policy*. Any Board member who is aware of any potential conflict of interest of another Board member is required to bring this to the attention of the Board.

### Register of Interests

The Board shall maintain a Register of Interests in which Board members will disclose any and all involvements that might be, or might reasonably be seen as being, a conflict of interest. This includes involvements with other organisations, with vendors, or any other business, professional or personal associations of that Board member.

The Register of Interests shall be presented to the Board as part of the procedural business at every meeting, incorporating any changes that may have occurred since the previous meeting.

## Participation in College Decisions Via Other College Entities

Board members also participate in College decisions through the membership and participation in other College entities and through the duties and responsibilities for specific roles (i.e. Censor-in-Chief). At times, Board members may need to excuse themselves and remain at a distance to the consideration of more controversial matters prior to decision-making at the Board level. Where a Board member(s) has been significantly involved prior to consideration at Board level and there is a conflict or perceived conflict of interest, the individual Board member(s) should ensure that any such conflict is declared and managed accordingly.

## Resolution of Conflicts

Pursuant to the provisions of clauses 11.9 and 11.10 of the ACEM Constitution, the Board will determine whether or not an interest is material and will advise the individual Board member accordingly. Where the Board is to decide upon such an issue, the following principles apply:

- (a) The Board member in question shall absent themselves from the vote and from the deliberation in respect of a matter in which the Director has a material interest.
- (b) The Board member may remain in the room for the discussion and/or decision only with the approval, by majority, of the Board.
- (c) The Board will determine what records or documentation relating to the issue, its discussion and any associated resolution will be made available to that Board member.
- (d) The Board will minute all decisions relating to the above in the minutes of the relevant meeting.

Potential resolution of the conflict may include:

- (a) The Board member must be absent from any discussion or decision on the relevant matter. This should include ensuring the Board member does not receive any written materials relating to the relevant matter.
- (b) The Board member may be present for (and be involved in) discussion but be absent for the vote.
- (c) The Board member may be present for (and involved in) discussion, and present for the vote, but not vote.
- (d) The Board member may be involved in discussion and voting.
- (e) Any other reasonable measure the Board sees as appropriate to resolve the issue.

## 8 Meetings of the Board

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Meetings of the Board shall be held in accordance with clause 11 of the ACEM Constitution. Pursuant to this clause, the Board has authority to regulate its meetings as it thinks fit.

## 9 Board Member Payments and Reimbursements

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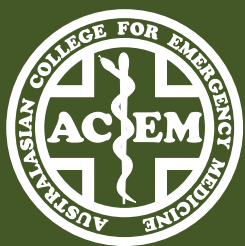
Under the ACEM Constitution, no Board member may be appointed to any salaried office of the College. Additionally, no payment or remuneration can be made to Board members for performing their role as Directors, but reimbursements may be provided to cover additional work or services beyond normal director duties. Payments may be made to Board members for reimbursement of expenses or professional or technical services (other than as a Board member) on a basis that is 'commercially reasonable'.

Board members are reimbursed for out-of-pocket expenses and have travel and accommodation arranged pursuant to the *Guidelines – Travel and College Expenditure* (CF193). Additionally, in accordance with the *Board Member Employer Reimbursement Policy* (COR729), the ACEM President and CIC have been approved for reimbursement to employers at an identified ongoing Full-Time Equivalent (FTE) time fraction of 0.4 FTE and 0.2 FTE, respectively, to enable an individual to conduct the activities associated with the College role in question and, at least partially, mitigate the associated effect(s) on the employer(s).

## 10 Reference Documents

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- ACEM Constitution
- ACEM Regulations
- ACEM Code of Conduct (COR235)
- ACEM Core Values
- Board Director Position Description (PD107)
- Board Member Employer Reimbursement Policy (COR729)
- Board Monitoring and Reporting Policy (COR308)
- Chair and Deputy Chair of the Council of Advocacy, Practice and Partnerships Position Description (PD108)
- Censor-in-Chief and Deputy Censor-in-Chief Position Description (PD227)
- Community Members Position Description (PD117)
- Conflict of Interest Policy (COR139)
- Declaration of Conflict of Interest (COR530)
- Delegation of Authority Policy (COR335)
- Guidelines – Travel and College Expenditure (CF193)
- Member/Staff Relations Policy (COR304)
- President of the College Position Description (PD356)
- President-Elect of the College Position Description (PD391)
- Trainee Member Position Description (PD298)



**Australasian College for Emergency Medicine**

34 Jeffcott Street  
West Melbourne VIC 3003  
Australia  
+61 3 9320 0444  
[admin@acem.org.au](mailto:admin@acem.org.au)

**[acem.org.au](http://acem.org.au)**