



Board Charter

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1. Purpose

The purpose of this Board Charter (Charter) is to set out the main principles adopted by the Board of Directors of Western Queensland Primary Care Collaborative Limited (trading as WQPHN) (the Company) in order to develop, implement and maintain a culture and standard of good corporate governance.

The matters set out in this Charter are subject to the Corporations Act 2001 (Cth), the Australian Charities and Not-for-profits Commission Act 2012 (Cth) (ACNC Act) and the Company's Constitution.

2. Scope

This Charter applies to all Directors of WQPHN. It is intended that it be read, understood and accepted by all existing and future Directors (upon appointment).

3. Composition of the Board

The Board shall be of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively. The composition should reflect diversity, independence of mind and a range of skills, experience and knowledge. The number of Directors shall never be less than three and not more than seven.

4. Roles and Responsibilities

There shall be a clear division of responsibilities between the running of the Board by the Chair and the management of the Company by the CEO, positions which may not be held by the same person.

4.1. Board

The Board is responsible for providing leadership to the organisation, overseeing the overall strategy, governance and performance of the Company. The key roles and responsibilities of the Board are to:

- Provide strategic direction to the Company by setting the strategy, goals and objectives in conjunction with the CEO.
- Approving the Company's values and Code of Conduct, ensuring the Company's business is conducted in an ethical manner and underpinning the desired culture within the Company.
- Overseeing management in its implementation of the Company's strategic objectives and, whenever required, challenging management and holding it to account.
- Monitor the operational and financial performance of the Company.
- Approve the annual budget for the Company and monitor the results at regular intervals.

- Ensure that the principal and emerging risks facing the Company are identified with appropriate controls and monitoring systems through an effective risk management framework.
- Assess the effectiveness of the Company's internal controls and auditing thereof.
- Oversee the implementation and periodic review of appropriate and effective policies and procedures of the Company that ensure regulatory compliance.
- Appoint, and where appropriate, remove the CEO and conduct regular performance reviews.
- Ensure that the election and appointment of officeholders is made in accordance with the Constitution, Corporations Act and ACNC Act.
- Oversee the engagement with the Company's Members and key stakeholders.

4.2. Board Chair

The Board Chair is responsible for leadership of the Board, for efficient organisation and conduct of the Board's function and the briefing of all Directors in relation to issues arising at Board meetings. The Board Chair's role is to:

- Manage the Board effectively and provide leadership in formulating strategic direction.
- Foster a constructive governance culture and apply appropriate governance principles among Directors and with management.
- Ensure the Board is well informed and effective, and that the Directors, individually and collectively, can air differences, explore ideas and generate the collective views and wisdom necessary for the proper operation of the Board and the Company as a whole.
- Ensure there are processes and procedures in place to evaluate the performance of the Board and its Committees.
- Ensure effective communication with the Company's Members.
- Ensure effective communication between the Board and CEO on a day to day basis.

The Board Chair will be chosen by the Board from the Directors of the Board at the first meeting of the Board after any Annual General Meeting. All Directors are entitled to vote.

The Board Chair continues to hold office until the date of the first meeting of the Board after their first anniversary of their appointment to that office, or if they resign, are removed or the position otherwise becomes vacant before that date as allowed under the Constitution.

4.3. Directors

Directors owe various fiduciary duties to the Company, which if breached, may lead to personal liability of the Directors. As a Director of the Board of a charity registered with the Australian Charities and Not-for-profits Commission (ACNC), there are duties and responsibilities that come with the role.

The ACNC Governance Standards set core, minimum standards that all charities must meet. Governance Standard 5 specifically requires that charities take reasonable steps to make sure that Members of their Governing Body know and understand their legal duties and carry out these duties accordingly. These specific duties include:

- **To act with reasonable care and diligence** – you must exercise your powers and duties with care and diligence that a reasonable person would if they were in your place.
- **To act with good faith in the best interests of the charity and for a proper purpose** – when acting as a Director, you must make decisions that are in the best interest of the charity and to further its charitable purpose.
- **Not to improperly use information or position** – any special knowledge that is gained as a Director must only be used for the benefit of the charity and never to further personal or other interest. Similarly, the position should not be used to improperly gain an advantage for yourself or someone else, or cause detriment to the charity.
- **To disclose conflicts of interest** – if your duty to act in the best interests of the charity conflicts with (or may conflict with) your personal interests, this responsibility must be disclosed.
- **To ensure that financial affairs are managed responsibly** – there are systems and processes in place that ensure the charity's resources are being effectively put towards the charity's purpose and are protected from misuse.
- **Not to allow the charity to operate while insolvent** – ensure that the charity can pay its debts as and when they are due or will become due and that it does not continue to operate if it cannot pay its debts.

Each Director is selected on their unique skills and experience. With a diversity of skills and experience, each Director is expected to render a valuable contribution to the leadership and direction provided by the Board as a whole.

In accordance with the Constitution, the Board is required to maintain a current matrix of competencies, skills and/or experience that specifies the desired range of competencies, skills and/or experience to be demonstrated by the Directors and the Board (Board Composition Matrix or Matrix) considering the Company's needs and objectives and other relevant material at the time. This Matrix is to be reviewed at least annually to inform any election and/or appointment process.

The key roles and responsibilities of each Director are to:

- Participate in Board discussions providing constructive challenge, drawing on their skills, experience and background.
- Serve on Board Committees, where required.
- Scrutinise the performance of management and monitor the reporting of performance.
- Observe the highest level of business and professional ethics.
- Be independent in both their judgement and actions.

- Manage conflicts of interest in accordance with the requirements of the Constitution, ACNC Governance Standards, Company policies and procedures and the Department of Health PHN Health Networks Conflicts and Related Party Policy.
- Obtain and maintain a current Director Identification Number (DIN).
- Represent the Company to stakeholders and in the public arena, as required; and
- Participate in Board induction, evaluation and training.

4.4. Chief Executive Officer

The Board is responsible for appointing the CEO, for such period and terms as the Board resolves. Subject to the terms of the CEO's employment agreement, the Board may vary or terminate the appointment of the CEO.

The CEO is responsible for the operational management of the Company. The key roles and responsibilities of the CEO, with the support of the executive management team, are to:

- Develop and recommend to the Board the strategy, goals, and KPIs for the Company, and implementing these to ensure the operational success of the Company's business.
- Develop and recommend to the Board the annual budgets that support the Company's strategy.
- Strive to achieve the Company's key performance indicators and ensure that the day to day business affairs of the Company are appropriately monitored and managed within the values, budget and risk appetite set by the Board.
- Ensure that the Company has an effective management team and to effectively participate in the development of management and succession planning.
- Maintain a positive and ethical work climate that is conducive to attracting, retaining and motivating a diverse group of quality employees at all levels of the Company.
- Formulate and oversee the implementation of policies.
- Provide the Board with accurate, timely and clear information on the Company's operations to enable the Board to perform its responsibilities.
- Serve as chief spokesperson for the Company.

4.5. Company Secretary

The Company Secretary is appointed and removed by the Board. The Company Secretary is responsible for advising the Board on governance matters and ensuring there is a system of corporate governance and compliance in place in the Company.

The Company Secretary ensures that the Board meets its statutory and regulatory corporate governance obligations and provide advice to Directors on matters including, but not limited to, risk management, corporate ethics, governance, compliance and insurance.

The Company Secretary works in conjunction with the Board and Committee Chairs to manage the smooth functioning of the Board by managing Board and Committee processes and ensuring meetings are properly held and called and appropriate records, registers and minute books are maintained.

5. Relationship of the Board and the CEO

Management of the day to day business of the Company is conducted by, or under the supervision of, the CEO appointed by the Board. Communication between Directors and management will primarily be through the CEO. When Directors seek clarification regarding information provided to Directors, or are seeking information about the Company generally, this may be sought directly from the appropriate senior executive, with the CEO advised of this communication. All other communication should be directed through the CEO.

6. Membership

Members serve an essential role in good governance and hold the Board accountable for delivering on the purpose and objectives of the Company. The Company aims to have a broad-based membership to encourage diversity of views and aims to attract community, consumer and provider representation.

A full list of Members is available from the Company Secretary who maintains the Member Register in accordance with corporations' law.

Refer also GOV006 Membership Policy.

7. Board Committees

The Board currently has three Committees: the Finance, Audit and Risk Management (FARM) Committee, the People, Engagement and Culture (PEC) Committee and the Care Governance Committee.

All three Committees operate under a Terms of Reference approved by the Board from time to time.

Under clause 16.4 of the Constitution, the Board must also establish a Nomination Committee for the purpose of reviewing and assessing the eligibility of persons being considered by election to the Board. The Chair of this Committee must be an Appointed Director.

The secretary of each Committee must maintain minutes of each Committee meeting, which will be made available at the next Board meeting, or earliest practicable Board meeting following the Committee meeting.

8. Advisory Committees

As required in the terms of the Standard Funding Agreement and the Company's Constitution (as appropriate), the Board must establish one or more advisory committees consisting of such Members or Directors or other interested parties as the Board thinks fit.

The Board has established the Consumer Advisory Committee and the Western Queensland Health Service Integration Committee (WQHSIC) governed by a Terms of Reference to provide advice as required.

9. Board Meetings

Board meetings will be held in accordance with the Company's Constitution and the Corporations Act.

9.1. Frequency

The Board will meet regularly enough to discharge its responsibilities. Additional meetings may be scheduled as directed by the Chair or otherwise as necessary to discharge the duties and functions of the Board. In addition to Board meetings, the Board shall ensure that the meetings of Board Committees and Advisory Councils are convened (and attended by Directors where appropriate) - preferably before Board meetings - to enable the Committees and Councils to provide reports to the Board.

In order to provide an even distribution of work over the next year, the Company Secretary shall at the last Board meeting of the calendar year, present to the Board a proposed schedule of meeting dates (including the proposed location) and accompanying work plan for the next calendar year for all Board, and Board Committee meetings. The Board will aim to have at least two face to face meetings in region each calendar year.

9.2. Attendance and Voting

Meetings may be held either face-to-face or via electronic means (for example, teleconference or videoconference), with the adoption of this Charter recording the Directors' consent as a standing consent to hold meetings entirely by electronic means.

Directors are expected to attend all meetings of the Board unless there is valid reason for failing to attend and the Director's apology has been tendered to either the Board Chair or the Company Secretary.

Directors may be asked to consider their ability to remain as a Director if they fail to attend several meetings without leave granted by the Board in advance, or if a formal apology has not been tendered. Attendance is recorded in the Annual Report.

All Board decisions must be determined by a majority of Directors present and entitled to vote. Each Director has one vote. In the case of an equality of votes on a resolution at a Board meeting, the Board Chair has a casting vote in addition to any vote that the Board Chair has in his/her capacity as a Director (provided that the Board Chair is entitled to vote on the matter, for example notwithstanding any declared Conflict of Interest).

9.3. Attendance by non-Directors

Only Directors have the right to attend Board meetings, with the Company Secretary and CEO invited to attend all Board meetings as a standing invitee.

Other individuals, such as members of management and external advisors, may be invited to attend all or part of any meeting as and when appropriate and necessary.

A non-Director who attends a Board Meeting may only participate in Board discussions to the extent determined by the Board and may not take part in or vote on any Board decision.

9.4. Quorum

The number of Directors whose presence is necessary to constitute a quorum for a meeting of the Board is two thirds of the total number Directors in office.

9.5. Notice of Meeting and Agenda

Generally, at least one week's notice shall be given to Directors of all Board meetings. If an urgent meeting is required, notice of such meeting shall be given to each Director at least 24 hours in advance, except where Directors have waived the required notice period.

The Company Secretary in consultation with the Board Chair and CEO will prepare the draft agenda, coordinate and collate all accompanying Board papers. Any late or additional agenda items will be accepted at the discretion of the Board Chair.

The agenda will indicate which Board papers are for discussion, which are for decision, and which are for noting. Any Director can request that an item distributed for noting is brought for discussion or decision at the next Board meeting.

The Company Secretary shall publish the agenda and all associated meeting papers for meetings in the WQPHN electronic meeting platform.

9.6. In Camera Discussions

The Board Chair may direct that all, or a portion of the meeting is held "in camera" taking place with only Directors present. Should substantive decisions be made in camera, these should be recorded in the minutes, as well as any actions arising to ensure they are monitored for completion.

9.7. Record Keeping and Note Taking by Directors

The Company Secretary maintains a complete set of Board papers on the WQPHN electronic meeting platform, as well as in the cloud.

Directors may choose at their discretion to keep their own personal notes or comments on Board papers. Directors should be aware that personal notes and comments they choose to make are discoverable under the law and so should proceed with caution in this regard.

9.8. Minutes

Minutes of Board meetings are documented evidence of decisions, and decision-making processes. The Governance Institute of Australia and the Australian Institute of Company Directors have issued a Joint statement on Board minutes that outlines the following key principles on minute-taking:

- Board minutes are a record of Board decisions and the process by which decisions are made. They should capture the key points of the discussion and the rationale for decisions. This may help establish that Directors have exercised their powers and discharged their duties to act with care and diligence in good faith.
- Minutes record the resolutions of the Board as a whole. It is not advisable to record contributions of individual Directors, or to transcribe every detail of the discussion or debate during the meeting.
- Minutes can demonstrate how Board challenge management. The minutes should record significant issues that Directors have raised with management, and the responses received, or action promised. Recording challenges helps show that the Board as a whole, as well as individual Directors, are discharging their duties. Challenges may be a simple request to management for clarification or further information, or an outright expression of dissatisfaction with information provided/omitted and dissent in the minutes.
- The quality of Board papers plays a crucial role in ensuring meetings run smoothly and facilitating drafting of minutes. The content of the Board papers should also support the Board decisions made. Directors should expect management to continually provide feedback in relation to the quality and adequacy of the Board papers.

There is no “one size fits all” in terms of the right level of detail. It is important to note that minutes are not a transcript of the discussion or debate during the meeting, or a record of an individual Director’s contribution.

Minutes are prepared in draft form by the Company Secretary and provided to the Chair for review within five working days of the meeting.

Minutes of meetings are confirmed and signed at the next subsequent Board meeting. The Chair must sign the file copy of the minutes as a true and accurate record of proceedings.

The proceedings of all Board meetings are confidential, and the distribution of Board papers and minutes of Board meetings is restricted to Directors, the Company Secretary and the CEO.

9.9. Board Action List

The Company Secretary will keep a Register of Action Items, which lists items designated for action, when they were generated, who they have been delegated to, required date for completion and progress towards finalisation.

At the beginning of every Board meeting, this table should be discussed. Action items that have been completed are removed and the outstanding list is reviewed. At this time, if the list is extensive, any remaining open action items are re-prioritised. The proposed completion date may be changed if one item is deemed more pressing than another.

10. Out of Session Decisions

Matters requiring review, approval or endorsement by the Board, including matters requiring a vote, between scheduled meetings, may be submitted to the Board out of session.

The Board Chair will determine matters to be considered by the Board out of session and will approve all information and the form of any motion prior to it being sent to Directors for consideration. Any Director has the right to request an out of session consideration of a matter. A meeting of the Board may decide to defer a matter for out of session consideration following initial discussion in session. Matters to be considered out of session will:

- Only be approved for consideration by Directors based on urgency, necessity or at the Board Chair's reasonable discretion.
- Be provided to Directors with all relevant information.
- At the discretion of the Board Chair, be deferred and dealt with in-session should consideration require discussion or debate by Directors.
- Be dealt with or resolved after enough opportunity has been given to all Directors to provide a response.

The Company Secretary shall distribute the out of session paper either electronically or in the WQPHN electronic meeting platform for the Board's consideration.

A Director can request that the Board Chair consider whether the matter should be brought to the next Board meeting or to seek a special meeting of the Board.

In accordance with the Constitution relating to out of session resolutions in writing, an out of session resolution shall:

- Be approved by 75% of the Directors entitled to vote on the resolution; and
- Be regarded as approved by a Director if the document containing the terms of the resolution has been signed by the Director either physically or by affixing a signature by electronic means, and the document has been given to the Company.

The same principles outlined above apply for out of session resolutions considered by Board Committees, with the respective Committee Chair will determine those items to be considered out of session, with regard to Company policies and procedures and delegation of authority.

11. Decision Making and Delegation of Authority

The Board may delegate any of its powers to any committee (except to Advisory Committees), Director, Employee or other persons for any period and on any terms (including the power to further delegate), as permitted in the Constitution and the Corporations Act.

Generally, matters that are of material, strategic or reputational importance, or which are either catastrophic or critical in nature must be referred to the Board. Operational matters should be dealt with by management.

Refer also GOV002 Board Delegation Authority Policy.

12. Remuneration Principles

Clause 15.8 of the Constitution permits Elected and Appointed Directors to be paid fees (or other remuneration) for services performed as a Director.

The Company, by approval of the Members at the Annual General Meeting, determine the maximum fees payable to all the Directors (total remuneration pool).

Directors are paid by way of a base annual fee payable at regular intervals plus additional payments for Director involvement on a Board Committee. Payment rates and the way those payments are made will be determined by Board resolution.

Remuneration will be determined on a case by case basis where an Independent Member is appointed to a Board Committee who is not also a Director of the Board.

Remuneration benchmarking is undertaken at the discretion of the Board, but no more than three years should elapse before a new benchmarking review is undertaken. This market benchmarking should be made against similar sized organisations in the not-for-profit sector, including other PHNs.

Each Director will be engaged as an employee. It is preferable that remuneration is not paid to a Director's employer to maintain the observation of independence and transparency. As casual employees, Directors are not entitled to be paid sick, holiday or long service leave or redundancy payments however are entitled to compulsory superannuation guarantee contributions paid into a nominated complying fund.

As a registered health promotion charity with the ACNC, the Company offers Directors access to flexible remuneration (or salary packaging) arrangements. Directors may change the components of their flexible remuneration package at any time. Any residual non-sacrificed amount will be paid monthly into the financial institution account nominated by the Director.

Refer also GOV005 Director Remuneration Policy.

Travel bookings are to be made in accordance with the Travel Policy and Travel Procedure. Original receipts must be provided for reimbursement of reasonable expenses incurred on behalf of the Company. Receipts must be attached to a reimbursement form, approved by an authorised financial delegate and submitted for payment as soon as practicable.

Refer also GOV003 Board Travel Policy.

13. Appointment of Directors

The appointment and removal of Directors shall always be subject to the Constitution and make suitable reference to the Board Composition Matrix as determined by the Board from time to time. The Nomination Committee supports the Board by making recommendations on the appointment of Directors. The Board and/or Nomination Committee may seek independent advice to support the identification and assessment of suitably qualified and experienced nominees.

A Director is not permitted to serve as a Director for more than three consecutive three year terms (maximum of nine years). A former Director is not precluded from being subsequently elected or appointed, provided that a period of at least 12 consecutive calendar months has passed since the person last held the office of Director.

All Directors are required to retire by rotation. A Director retiring at an annual general meeting remains in office until the conclusion of that meeting and is eligible for re-election or re-appointment (as applicable) to the extent permitted by law and the Constitution.

A person (re) elected or (re) appointed will commence office from the close of the annual general meeting at which they are elected or appointed.

Refer also GOV0010 Performance and Renewal Policy.

14. Induction and Training of Directors

14.1. Induction of Directors

The Company Secretary will provide each new Director with a letter of appointment.

All new Directors will be required to complete the Company's online induction program. The induction is aimed to ensure new Directors are properly informed, supported and welcomed to the Board from the time of their appointment, and to enable them to participate effectively in the governance of the organisation.

Completion of the online induction program is mandatory.

14.2. Director Training and Development

The Company is committed to the continual learning and development of directors so as to be able to contribute to the highest standards and governance and leadership of the organisation.

Accordingly, Directors are expected to undertake some development each year related to both their governance functions and primary healthcare and related sectors as they relate to WQPHN.

As part of the Board performance evaluation conducted each year, the Board will identify areas for professional development for the Board collectively, and Directors individually to inform an annual Board development program.

A budget for Board and Director professional development will be set each year as part of the annual budget process.

Refer also GOV009 Board Professional Development Policy.

15. Board Evaluation

The performance of the Board shall be evaluated annually in order to:

- Ensure Board processes are effective and efficient.
- Ensure the discharge of Directors' duties and responsibilities with transparency and accountability.
- Ensure Board harmony and dynamics
- Anticipate issues that may affect the integrity or stability of the Company in the future
- Assist with Board succession planning and skills assessment; and
- Review Board Committee membership.

An externally facilitated evaluation process is conducted every second year. An internally facilitated process is conducted in the other year, through the circulation of a self-assessment questionnaire to each Director for completion.

Each Director is responsible for raising any matter that concerns an individual Director's performance on a confidential basis with the Board Chair.

Refer also GOV0010 Performance and Renewal Policy.

15.1. Evaluation Approach and Scope

The People, Engagement and Culture Committee shall annually consider the scope and type of evaluation (also whether the evaluation should include the evaluation of the Board Chair, Board Committees, individual Directors, the CEO and the Company Secretary) and make a recommendation to the Board. The Board shall consider and approve the evaluation approach. The Chair, with the support of the Company Secretary, will ensure Board evaluation processes are undertaken.

Each Director is expected to actively participate in the Board evaluation processes within the required timeframes.

The People, Engagement and Culture Committee shall consider the evaluation results, including any training and development needs of the Board as a whole or any individual Director identified during the evaluation, and present the results and the Committee's recommendation to the Board.

16. Declaration and Management of Conflicts of Interest

Directors have a duty to avoid personal interests that conflict with the interests of the Company and, where it exists, to identify and disclose any potential, perceived or actual conflicts of interest or related party transaction. The Board shall consider and carefully manage any conflicts of interest, determine whether the Director is entitled to vote on a matter for consideration of the Board, and immediately respond to any breaches.

If the interest is in relation to the performance of an activity under a funding agreement, the Company Secretary must ensure the Australian Government Department of Health is notified.

A conflict of interest occurs when a Director's personal interest/s conflict with their responsibility to act in the best interests of the company. Personal interests include direct interests, as well as those of family, friends or other organisations a Director may be involved with or have an interest in (for example, as a shareholder).

It also includes a conflict between a Director's duty to the Company and another duty that the Director has (for example, to another company). A conflict of interest may be actual, potential or perceived and may be financial or non-financial.

These situations present a risk that the Director may decide based on, or affected by, these influences, rather than in the best interests of the Company and must be managed accordingly.

On appointment, and at any time during their term of office that a new interest arises, a Director must inform the Company Secretary where the interest will be entered the Register of Interests and communicated to the Board.

16.1. Management of Conflicts of Interest

There will be a standing item on the agenda of each Board meeting prompting Directors to consider and declare conflicts of interest as they arise. In addition, the Company Secretary will table the Register of Interests at each meeting under this standing item for consideration and confirmation by Directors.

Once a conflict of interest has been declared, the Board (excluding the Director disclosing and any other conflicted Director) must decide whether the conflicted Director/s should:

- Be present in the room during discussion and/or debate of the matter
- Participate in any discussion and/or debate
- Vote on the matter

In exceptional circumstances, such as where the conflict is very significant or likely to prevent a Director from regularly participating in discussions, the Board may need to consider whether it is appropriate for the conflicted Director to resign from the Board.

The minutes of a Board meeting at which a Director declares or is identified by the meeting as having a conflict of interest, must record the declaration and the way the conflict was managed.

If a Director is concerned about the existence, or potential existence of a conflict of interest in relation to another Director that has not been declared, the concerned Director should discuss the matter in confidence with the Board Chair in the first instance, or otherwise with the Chair of the People, Engagement and Culture Committee if the conflict relates to the Board Chair. The matter should then be discussed with the conflicted (or potentially conflicted) Director to determine how the matter should best be resolved.

16.2. Register of Interests

The Company Secretary will maintain a Register of Interests that will act as the central repository for all declared interests of Directors.

The Declaration of Conflicts of Interest will remain a standing agenda item for each Board meeting and Directors will be expected to appropriately details the nature and extent to conflicts as they arise further to any other standing declarations of interests that have been made.

Refer also GOV008 Related Party Transaction Policy.

17. Confidentiality

All non-public information that Directors acquire in the course of performing their duties should be treated as confidential, an obligation that continues to apply when a Director no longer serves on the Board.

Other than as authorised by the WQPHN, as required by law, or in accordance with WQPHN's legal or financial advisors for the purpose of obtaining professional advice, or to the extent necessary to perform their duties as a Director of WQPHN, Directors shall not divulge such confidential information, use of appear to use such confidential information for personal advantage of a third person.

18. Insurance

The Company indemnifies Directors to the maximum extent permitted by law against liability incurred in or arising out of the discharge of their duties.

The organisation seeks appropriate Directors' and Officers' (D&O) insurance cover, where possible, for all potential liabilities flowing from the indemnities. The Company Secretary holds a copy of the insurance policy and can supply on request.

The Company maintains each Director's D&O insurance for seven years from the date at which they cease to be a Director.

19. Independent Professional Advice

The Board and individual Directors shall have access to independent professional advice, at the Company's expense, where they deem it necessary to discharge their responsibilities as Directors.

Prior to seeking professional advice, a Director must inform the Board Chair about the nature of the opinion or information sought, the reason for the advice, the terms of reference for the advice and the estimated cost of the advice. Where more than one Director is seeking advice about a single issue, the Board Chair will endeavour to coordinate the provision of the advice.

The Board must be the recipient of such advice.

Independent professional advice for these purposes shall include legal advice and advice of accountants and other professional financial advisors on matters of law, accounting and other regulatory matters but shall exclude advice concerning the personal interests of the Director concerned (such as the Director's service contract with the Company).

20. Review

The Board Charter shall be reviewed annually.