

## **Muscular Dystrophy Association of NSW BOARD CHARTER**

The Muscular Dystrophy Association of NSW “MDNSW” is a public company limited by guarantee and is governed by the Corporations Act.

MDNSW may only pursue charitable purposes, associated with its objects and should do so predominantly in Australia. The principal object is to promote such activities which will, in the opinion of the Board of Directors, benefit people affected by neuromuscular diseases, their families and the community in general.

The Board has authorised this Board Charter to assist Directors in the execution of their responsibilities. The Charter sets out the role, composition and responsibilities of the Board of Directors and complements details provided in MDNSW’s Constitution.

Directors must have a good working knowledge of both this Charter and the Constitution.

### **ROLE OF THE BOARD**

The Board has two broad roles, compliance and performance.

The Board must ensure MDNSW conforms with or exceeds its legal requirements, including financial and audit requirements.

At least annually, the Board will review MDNSW’s obligations under all relevant legislation and regulations including fundraising, occupational health and safety, employment practices, environmental protection, anti-discrimination and privacy.

The Board must ensure MDNSW strives to achieve its best potential through clearly defined strategic direction, goals, objectives and risk management and with good communication with all stakeholders.

The Board aims to have an engaged culture characterised by candour, a willingness to challenge and active participation in governance.

### **DIRECTORS**

#### **Board composition**

The Board will comprise between six and twelve directors of varying disciplines to draw strength from a diversity of talent and experience. The Board will include at least one director from each of the Medical, Accounting/Finance, Legal and Marketing/Fundraising professions and people with lived experience of neuromuscular conditions.

#### **Powers and duties**

The powers and duties of Directors are set out in the Constitution and at law.

The Directors must act in the best interests of MDNSW and are to use their best efforts to ensure MDNSW is properly managed and improved as necessary. In discharging their duties, Directors must exercise care and diligence, act in good faith, undertake appropriate training, not improperly use their position as a director or misuse information provided by MDNSW,

and must commit the time necessary to effectively discharge their role as a director.

### **Period of appointment**

A Director appointed to fill a casual vacancy or as an addition to the existing Directors holds office until the conclusion of the next Annual General Meeting of MDNSW or General Meeting of the members, but is eligible for election at that meeting.

A Director must not hold office (without re-election) past the third Annual General Meeting following the Director's appointment or three years, whichever is longer.

The Board will review annually succession planning for senior management, the President and the Board itself.

### **Remuneration and expenses**

MDNSW Directors are not remunerated for their services as directors and can only be reimbursed for expenses should be the Board or president on its behalf give specific approval in each case prior to a director incurring an expense.

### **Conflicts of Interest**

The Board places great importance on making clear any existing or potential conflicts of interest. All such conflicts of interest shall be declared by the member concerned and documented in the Board Conflicts of Interest Register which is maintained by the CEO. A Board member who believes another Board member has an undeclared conflict of interest should specify in writing the basis of this potential conflict.

### **Obtaining Objective Feedback**

The Board values diverse perspectives and strives for an inclusive and equitable environment where objective feedback on the performance of MDNSW can be obtained from people living with disabilities and their families.

The Board creates opportunities for feedback through mediums such as community consultation, surveys, complaints and feedback processes and through personal engagement with the community at MDNSW programs and events. This includes providing access to virtual meetings and interpretation services if required.

Aiming for continuous improvement, the Board reviews feedback, prioritises actions, implements changes, and communicates progress based on stakeholder input.

## **MEETINGS**

### **Timing**

The Board will meet every second month or as agreed and the President will preside as Chairman, or the Vice President in their place when not available.

### **Conduct of meetings**

Meetings will be conducted in a formal manner with an Agenda and Board Papers issued to all directors prior to the meeting with minutes taken, approved at the following meeting and signed as a true record by the President.

Agendas will limit presentation time and maximise discussion time with the President encouraging Directors to be well briefed on their Board Papers before the meeting to allow active participation at the meeting.

Board meetings will include an allocation of time for the Directors to hold a discussion without members of the executive present.

### **Financial information**

Board Papers for each meeting will include Financial Information, and for any month in which a Board meeting is not scheduled, the CEO will circulate an update on Financial Information to all Directors.

### **Availability and participation of Directors**

Directors will be available from time to time to communicate or meet with management for advice on specific issues. Directors will also participate in other MDNSW events and functions when possible.

### **COMMITTEES**

Each director may be a member of one or more Board Committee:

- Finance, Governance and Risk;
- Development, Research & Service Delivery.

The Committees meet as required during the year.

The Board can also establish special purpose committees from time to time.

### **BOARD/CEO RELATIONSHIP**

The Board is responsible for the appointment of the CEO, on such terms with such remuneration and with such power as the Board may determine.

The board will conduct a performance review of the CEO once annually.

The CEO is not a member of the Board and the roles of the Board and the CEO are strictly separated. The CEO is responsible for the efficient and effective operations of MDNSW and for bringing information and other relevant matters to the attention of the Board in an accurate and timely manner.

It is usual practice for the CEO to take the role of MDNSW Company Secretary.

### **GOVERNANCE, TRAINING & BOARD CHARTER**

The Board will engage in training on corporate governance/finance at least once annually.

The Board will participate in a Board performance review at least once every two years.

The Board will review this Charter annually, at the governance meeting, to ensure it remains consistent with the Board's objectives and responsibilities.

### **INDEMNITY/INSURANCE**

As detailed in the Constitution, to the maximum extent permitted by law, MDNSW may indemnify any current or former Director, Secretary or Executive Officer of the company against every liability incurred by the person in that capacity (except a liability for legal costs) and all legal costs in defending or resisting proceedings in which the person becomes involved because of that capacity, and in which they are acquitted or in connection with any application under the Corporations Act in which relief is granted to them by the Court.

To the extent permitted by law, MDNSW may pay a premium for a contract insuring a person who is or has been a Director, Secretary or Executive Officer of the Company against liability incurred by that person in that capacity, including a liability for legal costs.


## **PUBLICATION OF CHARTER**

The charter will be accessible on MDNSW's website and key features of the Charter will be outlined in the Annual Report.

### **Key Board Actions – Annual**

- Review of compliance obligations
- Review of succession planning for senior management & directors
- Review of professional development for staff and board members
- Rotation of directors at AGM
- Board charter & governance review and Board training
- Review Board calendar, which includes a comprehensive list of all annual activities
- Charter outlined in Annual Report (in addition to access via website)

Approved by the Board of Directors of MDNSW November 2011.  
Amended October 2012.  
Amended 18 May 2017.  
Amended 23 February 2018.  
Reviewed without change 19 February 2019.  
Amended 16 February 2021.  
Amended 17 February 2022  
Amended 28 February 2023  
Amended 22 June 2023

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Robert Fraser  
President, MDNSW