



Committee Charter

Purpose

1. The Committee has been established under the Heart and Lung Transplant Trust (Victoria) Inc. (HLTTV) Constitution to manage the business of the company.
2. This Charter is a statement of governance processes by the Committee and outlines the responsibilities of the Committee Members of HLTTV.
3. The Committee Charter should be read in conjunction with the HLTTV Constitution.

Context

4. HLTTV is an association incorporated in Victoria for not-for-profit charitable purposes.
5. The mission of the HLTTV is to actively encourage organ donation and support the Alfred Hospital Melbourne, the Transplant Team, patients, recipients, their families and carers, throughout the transplant journey.
6. The role of the HLTTV Committee is to have responsibility to oversee the operations of the organisation.
7. The key stakeholders of HLTTV consist of:
 - a. the people that comprise the membership of HLTTV; and
 - b. Alfred Health and the staff of the Alfred Hospital
8. In addition to the key stakeholders, the Committee is aware that the operations of HLTTV hold interest for advocacy groups, government, industry associations and the wider community. The Committee will consider these groups in its decision-making, as appropriate. Through the HLTTV stakeholder engagement strategies, the Committee will be kept informed of the issues and concerns of all stakeholders.

Committee Membership and Process

Composition

9. The Committee is appointed by the membership, pursuant to the HLTTV governance documentation.
10. The Committee will be comprised of five Officer positions:



11. The President;
12. The Vice-President;
13. The Treasurer
14. The Secretary; and
15. The Membership Officer
16. And four Ordinary members.
17. An appointee to the Committee of HLTTV must have relevant knowledge and experience and in addition demonstrate:
 - a. Commitment to:
 - i. the highest standards of corporate governance, and
 - ii. the achievement by HLTTV of its objects as set out in the Constitution
 - b. The ability to work co-operatively with others;
 - c. High level analytical and communication skills; and
 - d. The capacity to devote the necessary time to undertake the responsibilities of a Committee Member.
18. Committee Members will be engaged through a letter of appointment which will set out the key terms and conditions relative to the appointment.
19. Appointments will be for a term of twelve months, with two terms being considered the norm and three terms generally considered the maximum tenure of any Committee Member.
20. The Committee will periodically review the skills of HLTTV Committee Members to determine whether the composition and mix of those skills remains appropriate to achieving the objectives of HLTTV.
21. Committee Members will be expected to participate in all induction or orientation programmes, and any continuing training arranged for them.

President

22. The Committee will develop a plan for the succession of the President and will periodically evaluate and update the plan.
23. The Vice-President will act as President in the event that the President is unable to do so for any reason. The Committee will periodically keep the stakeholders informed of any acting President arrangements.



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24. The President will set the agenda for each meeting in consultation with the Vice-President and Secretary. Any Committee Member may request that an item be added to the agenda.
25. The President will progress the work of the Committee at its meetings, and be responsible for ensuring that the principles and processes of the Committee are maintained.
26. The President has authority to speak publicly on behalf of the Committee and, between Committee meetings, to engage with the Vice-President and HLTTV sub-committees on behalf of the Committee. The President will report to the Committee as appropriate on matters arising between meetings of the Committee.

Conduct

27. Each Committee Member will ensure that no decision or action is taken that has the effect of placing his or her interests, or those of a related party or employer, in priority to the interests of HLTTV.
28. All Committee Members are committed to building a cohesive Committee through mutual respect and open communication, and are both committed and obliged, under relevant legislation, to act in the best interests of HLTTV.
29. Each Committee Member will notify the Secretary of directorships or relevant appointments held or accepted whilst a Committee Member of HLTTV and any relevant material personal interests. Details of these will be kept in the Register of Committee Members' Interests to be maintained by the Secretary. It is the responsibility of each Committee Member to ensure that his or her entry is kept up to date. Any new disclosures will be tabled at the next meeting of the Committee.
30. At the beginning of each meeting, Committee Members are required to declare any potential or actual conflicts of interest that may apply to specific matters on the meeting agenda. Where required by the President, the remaining Committee Members will determine how the potential or actual conflict will be managed. Details of potential or actual conflicts of interest declared by Committee Members, and action taken in respect of those conflicts, will be appropriately minuted.
31. Unless otherwise agreed by the Committee, the matters discussed at Committee meetings are confidential to HLTTV.
32. Committee Members will use all reasonable endeavours to attend Committee meetings in person. Committee Members unable to attend a meeting should advise the Secretary as soon as practicable.
33. The HLTTV Committee will have the opportunity to regularly meet alone without representatives of Alfred Health present.

Committee Evaluation

34. The Vice-President will oversee performance evaluations of the Committee as a whole, its committees, individual Committee Members, and the governance processes which support Committee work.



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35. All evaluations should have regard to the collective nature of Committee work, and the operation of the governance processes established in this document. The evaluations will be conducted periodically as the Committee considers appropriate.
36. The Committee will evaluate the performance of Committee Members retiring and seeking re-appointment to the Committee. The Committee will use the results of these evaluations in considering the endorsement of Committee Members for re-appointment.

Support

37. Committee Members may, with the consent of the President and with the assistance of the Secretary, seek independent professional advice at the expense of HLTTV on any matter connected with the discharge of their responsibilities. A copy of any advice so received will be made available to all Committee Members.

Secretary

38. The Secretary may advise the President on matters of governance process. The Secretary may also advise (through the President unless otherwise instructed) the Committee, its committees and individual Committee Members.
39. The Secretary's advice and services shall be available to all Committee Members and Committee committees.
40. The Secretary may retain independent advisory services at the request of the Committee or Committee committees.
41. The Secretary will develop and maintain the information systems and processes that are appropriate for the Committee to fulfil its role and to achieve HLTTV's objectives.

Sub-Committees

Composition

42. The Committee may establish sub-committees to assist the Committee by providing the Committee with recommendations. Sub-Committee members are appointed by the Committee.
43. The Committee will establish a formal Charter for each sub-committee to clearly define its responsibilities.
44. Each sub-committee will be composed of the individuals the Committee considers best suited to fulfil the role of each sub-committee. The requirements for composition are contained in the relevant sub-committee Charter.
45. The number of sub-committee Members should generally be an odd number and a minimum of three.



46. The Committee may review the skills of sub-committee members to determine whether the composition and mix of those skills remains appropriate to achieving the objectives of the Committee.
47. Sub-committees will have access to sufficient resources to carry out their activities effectively.

Sub-Committee Chair

48. The Committee will appoint a sub-committee member to be the Chair of the Committee (Committee Chair).
49. The sub-committee will identify a sub-committee Member to act as Committee Chair in the event that the Committee Chair is unable to do so for any reason.
50. The Committee Chair will facilitate the work of the sub-committee at its meetings, and be responsible for ensuring that the principles and processes of the sub-committee are maintained.
51. The Committee Chair will set the agenda for each meeting in consultation with the Secretary. Any Sub-committee Member may request that an item be added to the agenda.
52. The Committee Chair has authority to engage with the President between meetings. The Committee Chair will report to the Committee as appropriate on matters considered at meetings of the sub-committee.

Conduct

53. All processes developed by a sub-committee and recommended to the Committee for adoption should be transparent and effective.
54. Meetings of the sub-committee will only be quorate if half the total number (rounding down) of sub-committee members, plus one, are in attendance.
55. At the beginning of each meeting, sub-committee members are required to declare any potential or actual conflicts of interest that may apply to specific matters on the meeting agenda. Where required by the Committee Chair, the remaining sub-committee members will determine how the potential or actual conflict will be managed. Details of potential or actual conflicts of interest declared by sub-committee members, and action taken in respect of those conflicts, will be appropriately minuted.
56. The meetings and activities of each sub-committee will be minuted and the minutes provided to the sub-committee members and relevant officers of HLTTV in order to provide a record of issues considered by the sub-committee.
57. The sub-committee may make direct requests for information including from the President, Secretary or any third party.
58. Relationships and dialogue between individual sub-committee members and the President and other office holders that focus on gaining a better understanding of



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HLTTV's business are encouraged. These interactions will not alter the roles, accountabilities and divisions of authority in the relevant Committee Charter.

Accountability and monitoring

59. The sub-committee is accountable to the Committee for the performance of its duties.
60. The Committee Chair, the President and the Secretary will work together to ensure that effective systems are in place for the production and transmission of information and reports for the purposes of sub-committee meetings.
61. The sub-committee (and its nominees) will supply the Committee with information in a form that is appropriate to enable the Committee and other sub-committees to understand matters considered by the sub-committee at its meetings and advice provided by the sub-committee to the Committee.

Matters Reserved for the Committee

62. The Committee has reserved for its own discretion decisions regarding the following matters:

General Responsibilities

- Adoption of the Committee Charter and associated documents.
- Oversight of the corporate governance of HLTTV, including business and strategic planning.
- Oversight of the President's management of HLTTV.
- Oversight of financial management and reporting including approval of the annual budget strategy and of HLTTV's annual financial statements.
- Oversight of the risk management of HLTTV.
- Approval of the commencement and settlement of legal proceedings, excluding actions pertaining to dispute determinations.
- Duties imposed specifically on Committee Members by statute and other external regulation, particularly legislation relating to Workplace Health and Safety.

Financial Responsibilities

- Approval of any borrowing by HLTTV.
- Setting levies and fees for payment by HLTTV's membership.



Other Responsibilities

- Appointments to the position of Attorney of HLTTV.
 - The process for the performance reviews of the President.
 - Creation and composition of Committee sub-committees.
 - Assessment of Committee and Committee Member performance.
 - Determinations and adoption of documents (including the publication of reports and statements to stakeholders) that are required by HLTTV's constitutional documents, by statute or by other external regulation ordinarily applicable to the conduct of Committee Members.
63. Subject to the limitations imposed by the governance documents, statute and other external regulation, the Committee remains free to alter the matters listed above.
64. The Committee may, from time to time, develop operational guidelines about how it will manage certain aspects of the matters reserved for its decision.

Delegation

65. Beyond the matters reserved for decision by the Committee, the Committee delegates to the President authority to manage the company, with power to sub-delegate to other HLTTV members. This delegation and entitlement to sub-delegate is subject to the limits specified in the Instrument of Delegation.
66. The achievement of the HLTTV mission will guide all President decisions and actions.
67. The President will encourage policies and practices that are in keeping with high standards of business practice and ethics and will further encourage the development of the culture of HLTTV to maintain honesty, integrity, respect and dignity in relationships amongst those involved in or affected by HLTTV's activities.
68. The President will ensure that there is in place a system of control for identifying and managing the risks that are material to the achievement of HLTTV's mission and strategy and plans.
69. The President will ensure that there are appropriate policies, information systems and procedures to provide (through the appropriate channels) timely and accurate information to all relevant stakeholders concerning progress towards the HLTTV mission, and the current activities and results of HLTTV.
70. The personal expenses of the President incurred on behalf of HLTTV are to be authorised by the Committee. Travel on behalf of HLTTV by the President may only be undertaken with the approval of the Committee.



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Approval

The Charter will be reviewed by the Committee every three years.

Approved by the Committee on

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Signed

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Print Name

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Position