



BOARD GOVERNANCE CHARTER

MS Plus

ABN 66 004 942 287

A Company Limited by Guarantee Incorporated under the
Corporations Act 2001 (Cth)

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1 Preamble

MS Plus was established in 2005 as a company limited by guarantee, to provide assistance to people who have been diagnosed with multiple sclerosis, people who have other neurological conditions and other medical conditions and people with disabilities.

This assistance is provided to:

- People who have been diagnosed with multiple sclerosis, people who have other neurological conditions and other medical conditions and people with disabilities, and their families and carers, to assist people who have been diagnosed with multiple sclerosis, people who have other neurological conditions and other medical conditions and people with disabilities to access and participate in, as far as they are able, all facets of life and to remove barriers that prevent them from enjoying equal access, opportunities and participation within the community.
- Other organisations with similar purposes, and must be provided reasonably across all geographic regions in which the company has operations, with the company's resources committed and applied appropriately and equitably across those regions and operations bearing in mind the needs of the company's clients in all regions;
- Support research into the cause, cure, effects and treatments of multiple sclerosis, other neurological conditions, other medical conditions and disabilities, including the incidence, prevalence, economic, social and other effects of multiple sclerosis, other neurological conditions, other medical conditions and disabilities on people and their carers affected by these diseases;
- Provide and engage in education of the public and members of Parliament in the effects of multiple sclerosis, other neurological conditions, other medical conditions and disabilities and advocate on behalf of people affected by multiple sclerosis, other neurological conditions, other medical conditions and disabilities.

MS Plus operates a diverse range of accommodation and support services for people living with MS and is committed to applying an appropriate duty of care to all people in contact with MS Plus services. This includes protecting people's personal and cultural safety regardless of ability, cultural background, ethnicity, gender identity, sexual orientation or religion.

MS Plus is governed by a skills-based Board of Directors, a number of whom are living with Multiple Sclerosis (MS).

The MS Plus Board ensures that MS Plus programs operate in accordance with the objects of MS Plus.

2 Corporate Governance Principles

This Statement outlines the corporate governance practices of the Board, adopted to ensure a governance framework that supports robust and principled decision making consistent with MS Plus' objects and values, to pursue effectively the Organisation's purposes.

Good corporate governance is in the first instance about accountability and responsibility and is central to objects success and responsible corporate citizenship. A framework for good corporate governance revolves around adequate internal and external reporting processes, being able to measure and monitor performance, and Board members demonstrating integrity and transparency in decision making. Good governance enables an organisation to minimise the negative aspects of risks and maximise opportunities in a dynamic environment. It assists in the prevention and detection of fraud and unethical behaviour and increases stakeholder confidence.

The OECD Principles of Corporate Governance see corporate governance as involving ‘a set of relationships between a company’s management, its Board, its shareholders/members and other stakeholders. Corporate governance also provides the structure through which the objectives of the company are set, and the means of attaining those objectives and monitoring performance are determined.’

The OECD Principles note that ‘the corporate governance framework also depends on the legal, regulatory and institutional environment. In addition, factors such as business ethics and corporate awareness of the environmental and societal interests of the communities in which it operates can also have an impact on the reputation and the long-term success of a company.’

More succinctly, corporate governance refers to the ‘processes by which organisations are directed, controlled and held to account. It encompasses authority, accountability, stewardship, leadership, direction and control exercised in the organisation.’ (Australian National Audit Office)

Effective Boards ensure governance practices which reflect accountability, transparency, professional integrity and ethical behaviour within an inclusive framework based on trust and intellectual honesty.

The purpose of this Statement is to provide guidance to the MS Plus Board members in relation to the corporate governance of MS Plus. The Chair and Board members are all expected to behave in accordance with the values of MS Plus and its members and always act within the law.

Annexure A provides a list of definitions that apply to terms used in this Statement.

3 Role and responsibility of the Board

The role and responsibility of the Board is to provide overall control and direction to MS Plus, support a positive culture, and facilitate improvement and learning within the organisation in pursuit of its objects.

The Board is ultimately accountable for, and has authority over, the organisation. Anything done in the name of, or on behalf of MS Plus by the Board, is taken to have been done by MS Plus.

The Board’s focus is to exercise leadership, enterprise, integrity and judgement in directing MS Plus to ensure the organisation’s long-term viability and effectiveness and in doing so that it meets all its legal and moral responsibilities. This includes policy direction and monitoring of corporate performance. The Board is committed to providing client services of the highest standard. MS Plus does not discriminate on the basis of creed, background, gender or social status.

In discharging their responsibilities all Officers, employees and volunteers of MS Plus have a duty to act in the best interests of MS Plus and its clients, irrespective of personal, professional, commercial or other interests, loyalties or affiliations. Officers’ first duty and loyalty must be to the organisation/legal entity, its purpose, values and legal obligations.

The Board must ensure it has in place effective governance practices which reflect accountability, transparency, professional integrity and ethical behaviour within an inclusive framework based on trust and intellectual honesty.

In accepting responsibility for the affairs of MS Plus and for ensuring that MS Plus achieves its agreed objectives, the Board has a governing role and an operational role.

In its governing role the Board is directly responsible and accountable for:

- the development of MS Plus’ strategic directions, and priority and goal setting;
- developing Board policies to establish and maintain corporate objectives and the overall direction of MS Plus;
- ensuring stakeholder liaison and effective advocacy in the community; and
- monitoring, evaluation and reporting of outcomes.

In its operational role the Board is responsible and accountable for issues such as:

- approving the annual business plan and budget;
- ensuring that resources are used efficiently, and expenditure is accountable;
- ensuring compliance with relevant statutory requirements;
- managing risk (operational, legal, financial, regulatory and others) by ensuring appropriate procedures are in place and resources are appropriately allocated;
- selection, remuneration, and performance evaluation of the CEO;
- delegating appropriate responsibilities to the CEO; and
- evaluating its own performance and that of the Chair.

The Board must consider how risk can be managed and adopt procedures, policies and mechanisms for effective risk management. To that end, the Board has established a Risk Audit and Finance Committee to support the Board's oversight responsibilities for ensuring good governance through strategic financial management and the effective management of risk (see Annexure C).

4 Board Structure, Appointments and Performance

The Officers of MS Plus comprise a Board, the CEO, and other staff reporting to the CEO.

The Board may establish committees and engage consultants to assist it in carrying out its functions.

The composition of the Board is governed by the Constitution:

Rule 6.1 Number of Board members:

The Board must comprise:

- (a) *At least 7 Directors; and*
- (b) *Not more than 12 Directors*

Within Rule 6.1 the Board has committed to an optimal operating model of 10 Directors.

The Directors may increase or reduce the minimum or maximum number of Directors and determine the rotation by which the increased or decreased number is to retire from office.

All members of the Board shall be independent non-executives of the company.

The Board recognises the importance of the Board having at least one member with accounting or financial expertise.

Rule 6.3 Rotation of directors

- (a) *At each annual general meeting, one-third of the directors (excluding a director appointed by the directors under rule 6.2(a)), or, if their number is not 3 or a multiple of 3, then the number nearest one-third (rounded down), and any other director who has held office for 3 years or more since last being elected, must retire from office.*
- (b) *The directors to retire under rule 6.3(a) are those directors who wish to retire and not offer themselves for re-election, and so far as is necessary to obtain the number required, those who have been longest in office since their last election or appointment. As between directors who were last elected or appointed on the same day, those to retire must, unless they can agree among themselves, be determined by the directors, or in the absence of a valid determination, by lot.*
- (c) *The directors to retire under rule 6.3(a) (both as to number and identity) are to be determined having regard to the composition of the board of directors at the date of*

the notice calling the annual general meeting. A director is not required to retire and is not relieved from retiring because of a change in the number or identity of the directors after the date of the notice but before the meeting closes.

- (d) *Subject to the director being considered by the Nominations Committee and the Nominations Committee providing its report and recommendation to the directors under rule 6.6(c)(1) prior to his or her Inauguration, a director retiring from office under rule 6.2(b) is eligible for Inauguration subject to a maximum term of 9 continuous years, unless the maximum term is varied for a particular director by the directors.*
- (e) *The retirement of a director from office under this constitution and the re-election or reappointment of the director or the election or appointment of another person to that office (as the case may be) takes effect at the conclusion of the meeting at which the retirement and Inauguration occur.*

The Board has embedded within this Charter the following terms for Directors in its application of Rule 6.3:

1. All Directors are appointed to fixed terms of 3 years, with 2 renewals to a maximum of 9 years with the exception of a current standing Chair who can have up to a 12-year maximum as a Director but no more than six years as Chair.
2. In highly exceptional circumstances an extra term maybe granted to a Director however this is subject to a secret ballot of all Directors with a requirement of 80% approval.
3. Board Committee members are appointed to fixed terms of 1 year with 3 renewals to a maximum of 3 years.

The Board will maintain a succession plan to support the rotation of Directors to support alignment with maximum terms.

The MS Plus Nominations Policy provides that all Board members should display the following qualities:

- Commitment to the Objects of MS Plus including a significant commitment to serve the interest of people affected by multiple sclerosis;
- Commitment to MS Plus values;
- Integrity, including respect for confidentiality;
- A strong understanding of corporate governance and the responsibilities associated with being a director of a company;
- Availability of time to commit to Committees, meetings and projects;
- Ability to debate in an inclusive and transparent manner;
- Willing to express an opinion; and
- Broad life and world experience.

Individual members contribute to decision making using their general skills as Directors and any specific skills that would assist Board deliberations. Board members provide guidance in their area of expertise, rather than the provision of paid professional advice. The Board should seek to comprise collectively the following competencies:

- Clinical services- Neurological, Allied Health, Medical Aged Care;
- Compliance;
- Corporate Governance;
- Executive and general management;
- Financial Literacy
- Financial/Accounting;
- Funds Management/Investment Strategy;

- Information and Technology
- Legal
- Property & Asset Management;
- Risk Management
- Strategy Development and Implementation; and
- Workings and Processes of Government.

The Board should seek to include experience in:

- Advocacy;
- Commercial/Corporate Experience;
- Community Sector;
- Finance;
- Marketing and/or Fundraising;
- Not-for-profit, public and private sectors;
- People Management;
- Policy Development;
- Public Relations Brand and Awareness
- Service Support (including Health, Disability and Aged Care); and
- Social Work.

The Board must:

- cultivate a sense of group responsibility with commitment to excellence in governance;
- determine the appropriate culture for the organisation and model behaviours that both reflect and promulgate the desired culture;
- employ the CEO to manage the organisation;
- ensure governance requirements of good working relationships with all stakeholders;
- ensure that the organisation has processes that ensure compliance with all internal and external governance requirements;
- establish and improve procedures and policies to safeguard the organisation's resources, reputation, and public credibility;
- establish the organisation's purpose, values and strategies;
- identify and monitor Quality and Risk across the whole of the organisation;
- monitor performance against KPIs, outcomes and other criteria established from time-to-time drafted by the Board;
- Uphold the following fiduciary duties including the duty
 - to act in the interests of a company as a whole;
 - not to act for an improper purpose;
 - of care and diligence;
 - to retain discretion;
 - to avoid conflicts of interest; and
 - not to disclose confidential information.

Each Board member must:

- act in a financially responsible manner;
- act in the best interest of MS Plus;
- ask for clarification of matters not fully explained;

- attend and contribute to Board meetings and meetings of committees on which they serve;
- critically read and assess all agenda documents before each meeting;
- declare any conflict of interest.
- ensure care, transparency, and diligence in decision making;
- ensure compliance with the MS Plus Code of Conduct, and all matters prescribed by law;
- ensure critical review of proposals to the Board;
- maintain confidentiality;
- seek assurance of compliance with internal and external policies;
- strive to attend all meetings, and notify an apology when unable to attend; and
- undertake diligent analysis of all proposals placed before the Board.

The Board will provide a thorough induction for all new Board members and Committee members. All new Board members and Committee members will:

- be provided with a comprehensive briefing on all relevant information, including Annual Reports, financial statements, this Statement, professional indemnity and insurance provisions for Directors and Officers and workforce practices;
- meet with the Chair and CEO for governance and operational familiarisation. This meeting may be held as a group session or with individuals; and
- be invited by the CEO to visit selected operational activities.

Directors are expected to have an awareness of relevant developments in society, legislation, the not-for-profit sector, and impacts on those who are disadvantaged to enable them to fulfil their responsibilities.

Regular Board performance reviews and evaluations are important to ensure that Boards are working effectively. Reviews can lead to better decision making and more efficient Board operations. The Board will ensure regular evaluation processes for monitoring its own performance, an evaluation which will assist the performance of the Chair and members.

5 Board Recruitment Procedure

Board member recruitment should be linked to the Objects and Vision and Strategic Directions of the company to ensure any skills, knowledge, personal contacts and/or other attributes future Board members have will enable the Board to fulfil its responsibilities in advancing the companies objects though its strategic plan.

While Board recruitment and development should be considered an ongoing involvement of all members of the Board, the Nominations, Remuneration & Governance Committee has responsibility for guiding the process. This Committee takes the lead in prospecting, contacting, recruiting, orienting ongoing training and support, and the evaluating of Board members.

Position Descriptions

The MS Plus Board has developed Position Descriptions for:

- Chair
- Deputy Chair
- Chair Risk, Audit and Finance Committee
- Board members
- Committee Chair

The Nominations, Remuneration & Governance Committee regularly reviews position descriptions for Board members, to ensure that they remain relevant regarding the responsibilities and expectations of Board members.

Gap Analysis

The Board will conduct an annual Gap Analysis comparing an up-to-date profile of the current Board of Directors by using a Board member skills matrix. Jurisdictional representation should be reflected within the Board's skills matrix.

The Nominations, Remuneration & Governance Committee will use this matrix to identify the gap between the skills and knowledge required by the Board according to the Strategic Plan, and the skills Board members currently possess. Based on this analysis, the Nominations, Remuneration & Governance Committee will recommend priorities for future Board member recruitment to the Board of Directors for acceptance. These priorities guide recruitment efforts.

6 Identification of Prospective Board Members

The recruitment of Directors will be managed by independent, external recruitment consultants, identified and appointed by the Nominations, Remuneration & Governance Committee (NRGC) acting on behalf of the Board.

All Board members, through the NRGC, are encouraged to suggest prospective Board members based on the criteria established following the annual Gap Analysis or necessitated by a Director's resignation.

The Board through the Nominations, Remuneration & Governance Committee may also seek other avenues e.g. Executive Recruitment experts to identify suitable prospective candidates.

The recruitment consultants provide the NRGC prioritized list of potential Board members, based on the agreed criteria.

The Nominations, Remuneration & Governance Committee will then act as an interview panel and invite candidates to an interview. Relevant and appropriate materials such as the Objects and Values Statement will be provided to prospective Directors prior to interview.

At the interview the panel will question appropriately, share expectations and answer all questions.

A short list or an individual recommendation will then be made to the Board, which will then consider recommendations.

On appointment an induction as detailed above will proceed. A current member of the Board will volunteer to assist the new Director in general.

7 Committees of the Board

The Board may establish Committees, or a project focused Working Party to assist in the performance of its role. Committees are an appropriate means of gathering and considering information and technical advice and formulating specific recommendations for the Board's consideration. Generally, a Committee would be established to consider an issue, initiative or the performance of a function and provide reports and/or recommendations to the Board. All committees should be governed by written Terms of Reference formally approved by the Board, clearly defining their role, memberships, procedures, functions, the boundaries of their authority and any limits on their tenure/existence. Committees should be kept to a size where decisions based on appropriate consideration but are easy to make.

The Board will review the membership, leadership and Terms of Reference of each of the Committees on a regular basis.

Each Committee will consist of a minimum of two Board members, appointed by resolution annually by the Board for a specific period. The CEO and or delegated officer(s) will attend each meeting of the Committee ex officio unless otherwise determined by the Committee,

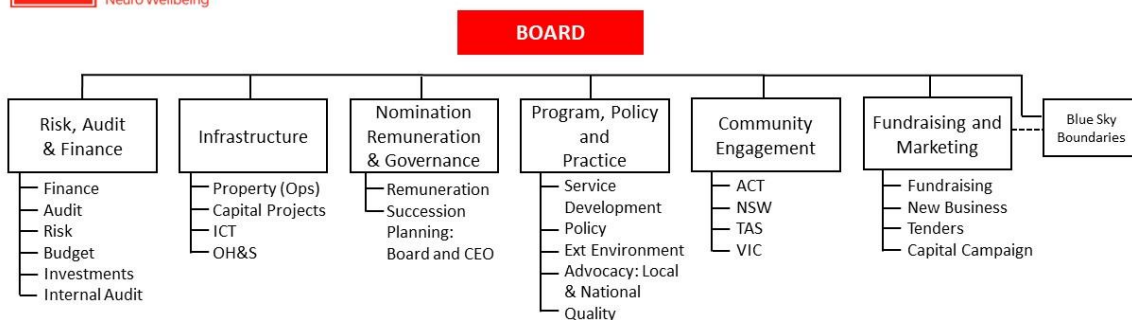
Each Committee has the authorisation, as needs arise, to bring in specialised individuals as required to attend meetings or to provide specialised advice. Similarly, the Board may also appoint non-Board members to a Committee for a fixed term of up to 12 months (to a maximum of 3 years) to support the effective operation of the Committee.

The procedure for identification and recruitment of Committee members should be managed by the Nominations, Remuneration & Governance Committee in consultation with the Committee Chair in a manner which reflects that for the appointment of Board Directors, including interview by the members of the Nominations, Remuneration & Governance Committee acting as the interview panel

Non-Board members appointed to a Committee may be considered as possible Board candidates having been considered by existing Board members to possess the qualities required for such membership as appropriate to the Objects and Strategic Plans of MS Plus. These Committee members have been provided with an opportunity to understand the workings of the Board. These individuals would still be required to enter into a formal recruitment process as outlined above for all potential Board candidates. The existence of committees does not diminish the continuing responsibilities of the Board as a whole. Unless explicitly empowered by the full Board, Committees cannot make binding Board decisions or speak for the Board.

Current Board Committees (see Annexure C) comprise a:

1. Risk, Audit and Finance Committee
2. Nominations, Remuneration & Governance Committee
3. Programs, Policy & Practice Committee
4. Infrastructure Committee (Property, ICT) Committee
5. Community Engagement Committee
6. Fundraising and Marketing Committee



Committees - Working Parties

Other committees [Working Parties] may be established to address issues/projects of merit which require more focussed attention than may be possible at a Board meeting. The Terms of Reference for such a Working Party are likely to be more specialised or specific with a limited duration. Working Parties will comprise Board members as approved by the Board and, where appropriate, the secondment of parties with expertise necessary for the proper execution of that Working Party's responsibilities.

8 Delegation

The Board may, in writing, delegate to:

- a) a member of the Board; or
- b) the members of a Committee appointed by the Board

any powers of the Board, other than this power of delegation, and may in writing revoke any such delegation.

A delegation of a power under this clause:

- a) does not prevent the exercise of the power by the Board;
- b) may be made subject to conditions; and
- c) does not mitigate the ongoing responsibility of the Board for delegated decisions.

The Board will also delegate appropriate powers to the CEO who may further delegate those powers as appropriate and necessary to members of staff.

The Board will make clear to the CEO in writing any limitations or limits it chooses to place on his or her freedom to take actions or make decisions or delegate that the Board deems to be unacceptable within the delegation, allowing the CEO reasonable interpretation of these policies.

9 Chair

The Chair of the Board is appointed by the Board.

The Chair must assure the integrity of the Board's processes and, with the CEO, represents the Board to outside parties. The Chair does not have executive authority but will act on behalf of the Board in dealings with the CEO outside Board meetings, interpreting and reflecting the will of the Board in all circumstances.

To achieve its governance responsibilities, the Chair will ensure that the Board follows an annual program determined by the Board. He/she may seek advice from other Board Directors or the CEO.

The Chair and CEO should develop an effective ongoing relationship. As the major point of contact between the CEO and the Board, the Chair should be kept fully informed of the day-to-day matters of interest to Directors.

The Chair presides at Board meetings, with all the commonly accepted roles of that position. In the absence of the Chair or if unable, or unwilling to act, the Deputy Chair presides, or in the absence of an appointed deputy or if unable, or unwilling to act a member elected by those present acts as Chair of the meeting.

The Chair works to ensure that the Board fulfils its responsibilities for the governance of the organisation, supporting and where appropriate guiding the CEO, seeking to ensure that the Board achieves the MS Plus objects, and optimising the relationship between the Board and management.

The Chair will ensure that the Board develops and implements processes and systems that result in Board effectiveness including:

- a) development, review and monitoring of the organisation's strategic plan and risk management;
- b) Board member and office holder succession planning;
- c) Board member and Board professional development;
- d) Board performance assessment;
- e) serving as a mentor to individual Board members; and
- f) overseeing the stakeholder interface.

The Chair, in consultation with the CEO and Company Secretary, will ensure that Board meetings are properly planned to include the development and distribution of Board papers in a timely manner and that the minutes accurately reflect the deliberations and decisions of the Board.

10 CEO and Staff

Whereas the Board sets governance level policies and establishes the strategic directions including the development of the organisation's Aspiration, Purpose and Values statements, the CEO designs and manages the day-to-day operational policy and procedures acting as an agent of the Board to meet the Board's objectives. The CEO is responsible to the Board for the successful administration and performance of MS Plus.

Reporting to the CEO is a team of staff employed by and accountable to the CEO, for whose performance the CEO is accountable to the Board. Board members do not have any individual executive authority over staff and should be guided by the CEO in any dealings with staff.

In discharging their responsibilities, the staff of MS Plus have a duty to act in the best interests of MS Plus and its clients, irrespective of personal, professional, commercial or other interests, loyalties or affiliations.

10.1 CEO

The CEO is appointed by the Board under the principles of merit selection. The CEO reports to, and is responsible to, the Board. The Board is responsible for the effective performance of the CEO.

The CEO's role and responsibilities will be detailed in the position statement and other terms of employment. The CEO's key functions are to:

- lead, direct, manage and control the organisation in accordance with the strategy, business plans, policies and values of the Board to achieve the specified performance objectives;
- ensure the efficient use of financial, human and information resources and that succession planning and risk management strategies are in place;
- provide strategic, business, technical and policy advice to the Board and support the Board in its roles;
- ensure the organisation's compliance with various laws, regulations, contracts and grants;
- advise and inform the Board of any material issues concerning strategy, finance, reporting obligations and any other major policy issues as they arise;
- foster and maintain an effective partnership with a range of stakeholders, including the community, private sector and government, to ensure that MS Plus achieves its objectives;
- ensure Board policy is acted upon and that MS Plus complies with all relevant government and legislative requirements, and is a model corporate citizen; and
- maintain a network with relevant government, not-for-profit and other relevant organisations, in pursuing the interests of MS Plus and providing leadership in the community consistent with the objects of MS Plus.

Each year, the Board will evaluate the performance of the CEO in terms of the achievement of the key performance indicators agreed in the strategic and business plans and any other agreed performance indicators. The Board through the Chair will provide regular performance feedback to the CEO.

10.2 Staff

MS Plus staff perform the duties required by the CEO for effective and efficient operation of the organisation. They report to the CEO. Staff are expected to perform their functions and responsibilities in accordance with all relevant directions regarding employee behaviour and responsibilities.

The CEO is responsible for the employment, management and performance evaluation of all staff employed or contracted to the organisation. Individual Board members will not instruct staff in any matters relating to their work.

11 Partnerships

For MS Plus to undertake its role, it will establish effective partnerships and agreements with a range of other agencies and organisations.

MS Plus will seek to work effectively with relevant government agencies and other agencies that can facilitate the achievement of its objects and objectives. Some partnerships will be formalised where there are benefits to MS Plus' objects without compromising MS Plus' accountabilities.

12 Code of Conduct

This section addresses the conduct expected of Board members. Board members must also adhere to the Code of Ethics and Conduct for Board members (Annexure D).

12.1 Disclosure of pecuniary interests by Board members

*"We can define a **conflict of interest** as a situation in which a person has a private or personal interest sufficient to appear to influence the objective exercise of his or her official duties."*¹

Pecuniary Interests refer to interests that a decision maker may have in connection with a matter for decision or discussion where the decision maker (or a person or entity with whom or which the decision maker is associated) is reasonably likely to receive a benefit or a loss if the matter is decided in a particular way. Examples of conflicts of interest are:

- when a Board member, or his/her immediate family or business interests, could stand to gain financially from any business dealings, programmes or services with or to MS Plus; and/or
- when a Board member offers a paid professional service to MS Plus; and/or
- when a Board member stands to gain personally or professionally from any insider knowledge if that knowledge is used for personal or professional advantage.

If a Board member has a direct or indirect interest, particularly any pecuniary interest, in a matter being considered (or that is about to be considered) at a meeting of the Board and that interest could appear to raise a conflict with the proper performance of the Board member's duties in relation to consideration of the matter, the Board member must, as soon as possible, disclose the nature of the interest. If in doubt, the Board member should raise the matter privately with the Chair.

Directors are required to disclose to the Board any actual, perceived or potential conflicts of interest. If a Director believes they may have a conflict of interest at any stage, the Director must disclose to the Board that actual or potential conflict as soon as it arises. If a Director has, or considers that another Director has, a possible conflict of interest, they should advise the Chair. Where a conflict of interest has been identified, the Director should not receive the relevant Board papers unless agreed with the Chair.

¹ "Charitable Conflicts of Interest", *Journal of Business Ethics* 39:1-2, 67-74, August 2002, p.68

Particulars of any disclosure must be recorded by the Board in the minutes. After disclosure, the Board member must not (unless the Board has otherwise determined) be present, or take part in, any deliberations or decision of the Board with respect to the matter.

12.2 Duty and liability of Officers

Officers of MS Plus must act honestly in the exercise of powers and the discharge of functions and exercise the degree of care and diligence that a reasonable person in a like position would exercise in the circumstances.

Officers of MS Plus, or persons who have been officers of MS Plus, must not make improper use of their position or information acquired through their position as an officer of MS Plus to:

- (a) gain, directly or indirectly, an advantage (whether pecuniary or otherwise) for himself or herself or for another person and/ or
- (b) cause detriment to MS Plus.

This section is in addition to, and does not limit, any rule of law relating to the duty or liability of a person and does not prevent civil or criminal proceedings being instituted for a breach of a duty or the liability or of any law.

12.3 Grievances

The Board must ensure that policies are in place so that grievances of any Board member or member of staff are properly addressed.

12.4 False or misleading information or documents

- (1) An Officer must not:
 - (a) make a statement concerning the affairs of MS Plus which is known (or that ought reasonably to be known) to be false or misleading in a material particular; and/or
 - (b) omit from a statement concerning the affairs of MS Plus anything without which the statement is known (or that ought to reasonably be known) to be false or misleading in a material.
- (2) An Officer must not give a document containing information which is known (or that ought to reasonably be known) to be false, misleading or incomplete in a material without:
 - (a) indicating to the recipient that the document is false, misleading or incomplete and the respect in which the document is false, misleading or incomplete; and
 - (b) giving the correct information to the recipient if the first officer has, or can reasonably obtain, the correct information.

12.5 Tendering and contract management

Arrangements for the organisation to enter contractual relationships involve Officers acting on behalf of the organisation and must always be subject to the high standards of accountability required of the organisation in all matters.

It is important to avoid situations that may give rise to probity concerns, e.g., not getting the best possible deal, lack of transparency and accountability, allegations of favouritism, conflicts of interest, and opportunities for corruption. Probity concerns can be minimised by following a structured process that provides transparency in decision making (see Annexure E - Tendering and Contract Management Guidelines).

13 Board Processes

13.1 Board meetings

Meetings are held regularly, normally monthly, to decide on matters as well as to monitor the performance of the organisation. Board members must be given reasonable notice of any proposed meeting, and regular meetings should be scheduled well in advance.

13.2 Setting of Board Meeting Agendas

There must be a quorum for any Board meeting, that quorum currently (determined in accordance with the Constitution) being 5 Directors. Meetings will be conducted in accordance with established meeting procedures.

An agenda is required for each Board meeting. The agenda, which should be drafted by the Company Secretary appointed by the Board (incorporating input from CEO) and approved by the Chair, should list the matters for the Board's consideration and identify the Board papers presented for consideration.

13.3 Passing of resolutions

Resolutions must be approved by the Board by consensus or resolved by a vote as appropriate. A decision supported by the majority of the votes cast at a meeting of the Board at which a quorum is present is the decision of the Board. Resolutions must be recorded in the written record.

13.4 Minute taking

A written record (minutes) of the proceedings of all Board meetings must be kept. The record must be signed by the Chair as the official, authoritative record of the Board's decisions after approval by the Board.

The function of these written records is to provide a formal, authoritative and permanent record of the resolutions, agreed actions and other key parts of the proceedings of the Board at all meetings, albeit in a summarised form. Accordingly, minutes must be clearly expressed and comprehensible to persons who were not at the meeting. Without limitation to the other requirements of the records noted in this section, the records should avoid unnecessary detail and focus on actual decisions made at a meeting.

Minutes should record:

- Attendance and apologies;
- Declarations of personal interest;
- Disclaimers or objections;
- Resolutions passed including decisions based on attached papers; and
- Agreed actions, including responsibility and timeframe.

Draft Minutes will be reviewed by the Chair and circulated to all Directors as soon as practicable and no later than the distribution of the papers for the next meeting at which the minutes will be confirmed.

13.5 Reports and subjects to the Board

Board papers, reports and subjects to the Board, must be prepared in conjunction with the agenda. Unless there are urgent issues requiring immediate attention, the agenda and supporting papers are to be delivered to Directors at least 5 days in advance of the relevant meeting.

14 Principles of Good Reporting

For the Board to effectively govern, timely and accurate performance reports that show progress against plans must be prepared and submitted to the Board at reasonable times to enable assessment of progress and performance. The reports must contain information that shows progress and performance of the results, purposes and other relevant matters.

These reports on progress and performance must also contain actual expenditure against budget for the month, year to date and against the annual budget. Reports must explain any variances in expenditure (where relevant).

Reporting mechanisms should be sufficiently independent and objective so that problems and deficiencies are reported and acted upon on a timely basis. The Risk, Audit and Finance Committee can play a critical role in ensuring effective reporting of risks.

An annual report must be prepared which includes a report of the operations including particulars in relation to aims and objectives, access, management and structure, and a summary review of operations.

15 Review of this Statement

This Statement may be altered, modified or substituted by resolution of the Board and will be reviewed at least every two years.

16 Further Reading

- AS 8000-2003, Corporate governance - Good governance principles
- MS Plus Constitution

Appendix A Dictionary of Defined Terms

DICTIONARY OF DEFINED TERMS

The following definitions apply in this manual (including the Annexures to this Manual) unless the context requires otherwise:

Board means the MS Plus. The members of the Board of MS Plus are appointed in accordance with the MS Plus Nominations Policy.

Board members are the Directors of the company.

Code of Ethics and Conduct means the Code of Ethics and Conduct attached as Annexure D.

CEO means the Chief Executive Officer of MS Plus employed by the Board.

Officer refers to:

- (a) Board members and Committee members;
- (b) the Chief Executive Officer;
- (c) all managers; and
- (d) any wider meaning given to the term Officer within the meaning of the Corporations Act 2001.

Pecuniary Interest: An interest that a decision maker has in connection with a matter for decision or discussion where the decision maker, or a person or entity with whom or which the decision maker is associated, is reasonably likely to receive a benefit or a loss able to be measured in financial terms if the matter is decided in a particular way. A decision maker includes a member of a deliberative body such as a committee. Intention is not relevant to assessing the existence of a pecuniary interest.

Tendering and Contract Management Guidelines means the Tendering and Contract Management Guidelines attached as Annexure E.

Our Aspiration

The home of comprehensive support for neurological conditions

Our Purpose

Together on the journey to break down barriers, achieve goals and live well

Our Values

Empowerment, Community, Expertise, Creativity, Spirited

Diversity and Inclusion

We are committed to the principles of social justice and aim to ensure every individual is treated with dignity and respect regardless of their cultural background, ability, ethnicity, gender identity, sexual orientation or religion.



Appendix B Position Descriptions

POSITION DESCRIPTION

Position: MS Plus Board Chair

Duration: Directors appointed by the Board hold office until the conclusion of the next annual general meeting.

Date: July 2022

The MS Plus Board

The Board's role is to envision the future, establish and maintain systems and processes to set strategic direction, develop organisational policy, and management performance expectations, and to monitor achievements against these.

The Board's governance role is different from that carried out by management. The Board's primary responsibility is the expression of stewardship and trusteeship in support of the Objects of its stakeholder members in ensuring that the legal entity remains viable and effective for the future.

The Board demonstrates a commitment to its staff in achieving the objectives of the organisation.

The Board will ensure that the organisation has a secure long-term future by:

- Being clear about its primary reason for existence, its vision and objects and stating the key values that will guide organisational and employee behavior
- Establishing and staying focused on the organisation's strategic direction and priorities.
- Appointing the CEO, specifying performance expectations, evaluating the performance of the Board of the CEO.
- Establishing a policy framework from which all operational all operational policies and actions are developed and aligned.
- Monitoring organisational performance and evaluating the results achieved.
- Monitoring CEO and organisational compliance with statutes, Federal, State and local and with the organisation's own policies.
- Establishing a risk management framework and monitoring compliance.
- Regularly scanning the external operating environment to ensure that the organisation's strategic direction remains both appropriate and achievable.
- Creating a governance leadership that facilitates effective and accountable managerial leadership and operational performance.

The key element for this to work is effective relationships built on the values of trust, openness, transparency and open communication. This encompasses the principle that better decisions are made when the whole is engaged.

The Board has embedded within this Charter the following terms for Directors in its application of (Constitutional) Rule 6.3 Rotation of directors:

- All Directors are appointed to fixed terms of 3 years, with 3 renewals to a maximum of 9 years with the exception of a current standing Chair who can have up to a 12-year maximum as a Director but no more than six years as Chair.
- In highly exceptional circumstances an extra term may be granted to a Director however this is subject to a secret ballot of all Directors with a requirement of 80% approval.
- Board Committee members are appointed to fixed terms of 1 year with 3 renewals to a maximum of 3 years.
- The Board will maintain a succession plan to support the rotation of Directors to support alignment with maximum terms.

Chair Term

In accordance with the rotation of directors as detailed above, the Board Chair will be appointed for a term of three years and may be appointed for a further three year term.

REQUIREMENTS OF BOARD MEMBERS

Qualities

MS Plus Board members will:

- Be willing to express an opinion;
- Can debate in an inclusive manner;
- Demonstrate the values of MS Plus;
- Have availability of time to commit to Committees, Meetings and other projects;
- Have broad life and world experience;
- Have commitment to the Objects of MS Plus and those living with MS; and
- Understand good governance and the responsibilities associated with being a director of a company.

Skill Set

Individual members are not expected to provide direct expertise, rather contribute to decision making using their skills as directors with the benefit of any specific skills that would assist Board deliberations.

The following skills will build Board capacity in the light of our responsibilities:

- Legal;
- Home/Community Aged Care;
- Financial/Accounting;
- Social Work;
- Disability Services;
- Community Services;
- Property & ICT Infrastructure
- Workings and Processes of Government;
- Risk Management/Quality Management – audits.

Experience

The following experience as relevant to members:

- Involvement in the Not for Profit Sector;
- Involvement in the Public Sector;
- People Management;
- Policy Development;
- Advocacy;
- Fundraising;
- Facilities & Asset management;
- Commercial Experience;
- Governance (Risk assessments).

KEY RESPONSIBILITIES

Chair of the Board

The Chair of the MS Plus Board is a member of the Board and has responsibility for ensuring that the Board and Board Committees remain focused on its purpose and desired outcomes in accordance with its Constitution, Objects and Vision and in support of the ethos of the MS Plus by:

- Serving as the Chief Volunteer of the organisation.
- Partnering the Chief Executive Officer in achieving the organisation's objects.
- Providing leadership to the Board of Directors, who set policy and to whom the Chief Executive Officer is accountable.
- Ensuring the maintenance of the highest standards of governance.
- Chairing meetings of the Board after developing the agenda with the Chief Executive Officer.
- Ensuring that the Board is sensitive to organisational climate.
- Maintaining effective liaison with the organisation through the Chief Executive Officer.
- Ensuring the Board's role in strategic planning.
- Appointing the Chairs of committees, in consultation with other Board members.
- Serving *ex officio* as a member of committees and attends their meetings as appropriate.

- Discussing issues confronting the organization with the Chief Executive Officer.
- Helping to guide and mediate Board actions with respect to organizational priorities and governance concerns.
- Reviewing with the Chief Executive Officer any issues of concern to the Board.
- Ensuring adequate financial planning and financial reporting.
- Playing a leading role in fundraising activities.
- Leading the formal evaluation of the:
 - Chief Executive Officer; and
 - Effectiveness of the Board members.
- Ensuring annual evaluation of the performance of the organisation in achieving its objects.

Mandatory requirements

The incumbent for this position must have and maintain a current Victorian Working with Children Check or equivalent. Police Checks will be undertaken for the selected candidate prior to any job offer being confirmed. Police checks are also undertaken on a periodic basis. Appointments are also subject to disclosure of any relevant employment history of formal disciplinary action for improper or unprofessional conduct taken by current or previous employers or any other integrity body within or outside Australia.

POSITION DESCRIPTION

Position: MS Plus Deputy Board Chair

Duration: Directors appointed by the Board hold office until the conclusion of the next annual general meeting.

Date: October 2020

The MS Plus Board

The Board's role is to envision the future, establish and maintain systems and processes to set strategic direction, develop organisational policy, and management performance expectations, and to monitor achievements against these.

The Board's governance role is different from that carried out by management. The Board's primary responsibility is the expression of stewardship and trusteeship in support of the Objects of its stakeholder members in ensuring that the legal entity remains viable and effective for the future.

The Board demonstrates a commitment to its staff in achieving the objectives of the organisation.

The Board will ensure that the organisation has a secure long-term future by:

- Being clear about its primary reason for existence, its vision and objects and stating the key values that will guide organisational and employee behaviour
- Establishing and staying focused on the organisation's strategic direction and priorities.
- Appointing the CEO, specifying performance expectations, evaluating the performance of the Board of the CEO.
- Establishing a policy framework from which all operational all operational policies and actions are developed and aligned.
- Monitoring organisational performance and evaluating the results achieved.
- Monitoring CEO and organisational compliance with statutes, Federal, State and local and with the organisation's own policies.
- Establishing a risk management framework and monitoring compliance.
- Regularly scanning the external operating environment to ensure that the organisation's strategic direction remains both appropriate and achievable.
- Creating a governance leadership that facilitates effective and accountable managerial leadership and operational performance.

The key element for this to work is effective relationships built on the values of trust, openness, transparency and open communication. This encompasses the principle that better decisions are made when the whole is engaged.

The Board has embedded within this Charter the following terms for Directors in its application of (Constitutional) Rule 6.3 Rotation of directors:

- All Directors are appointed to fixed terms of 3 years, with 3 renewals to a maximum of 9 years with the exception of a current standing Chair who can have up to a 12-year maximum as a Director but no more than six years as Chair.
- In highly exceptional circumstances an extra term may be granted to a Director however this is subject to a secret ballot of all Directors with a requirement of 80% approval.
- Board Committee members are appointed to fixed terms of 1 year with 3 renewals to a maximum of 3 years.
- The Board will maintain a succession plan to support the rotation of Directors to support alignment with maximum terms.

Deputy Chair Term

In accordance with the rotation of directors as detailed above, the Board Deputy Chair will be appointed for a term of three years and may be appointed for a further three year term.

REQUIREMENTS OF BOARD MEMBERS

Qualities

MS Plus Board members will:

- Be willing to express an opinion;
- Can debate in an inclusive manner;
- Demonstrate the values of MS Plus;
- Have availability of time to commit to Committees, Meetings and other projects;
- Have broad life and world experience;
- Have commitment to the Objects of MS Plus and those living with MS; and
- Understand good governance and the responsibilities associated with being a director of a company.

Skill Set

Individual members are not expected to provide direct expertise, rather contribute to decision making using their skills as directors with the benefit of any specific skills that would assist Board deliberations.

The following skills will build Board capacity in the light of our responsibilities:

- Legal;
- Home/Community Aged Care;
- Financial/Accounting;
- Social Work;
- Disability Services;
- Community Services;
- Property & ICT Infrastructure
- Workings and Processes of Government;
- Risk Management/Quality Management – audits.

Experience

The following experience as relevant to members:

- Involvement in the Not for Profit Sector;
- Involvement in the Public Sector;
- People Management;
- Policy Development;
- Advocacy;
- Fundraising;
- Facilities & Asset management;
- Commercial Experience;
- Governance (Risk assessments).

KEY RESPONSIBILITIES

Deputy Chair of the Board

The Deputy Chair of the MS Plus Board is a member of the Board and has responsibility for assisting the Chair and filling in if he or she is unavailable.

It is essential that the Chair and Deputy Chair have a good working relationship and understand their roles to ensure that duplication or confused direction does not occur.

The Deputy Chair is a member of the Nominations, Remuneration and Governance Committee of the Board.

Specific Duties include:

- Chair meetings in the absence of the Chair
- Deputise for the Chair at external meetings
- Lead on key issues as delegated by the Chair
- Keep up to date with developments
- Ensure effective working relationships between the officers and members
- Work in partnership with the MS Plus secretariat and staff
- Mentor less experienced committee/council members

Mandatory requirements

The incumbent for this position must have and maintain a current Victorian Working with Children Check or equivalent. Police Checks will be undertaken for the selected candidate prior to any job offer being confirmed. Police checks are also undertaken on a periodic basis. Appointments are also subject to disclosure of any relevant employment history of formal disciplinary action for improper or unprofessional conduct taken by current or previous employers or any other integrity body within or outside Australia.

POSITION DESCRIPTION

Position: Chair MS Plus Risk, Audit & Finance Committee

Duration: 3 years with a further option for re-appointment

Date: November 2020

THE MS PLUS BOARD

The Board's role is to envision the future, establish and maintain systems and processes to set strategic direction, develop organisational policy, and management performance expectations, and to monitor achievements against these.

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The Board demonstrates a commitment to its staff in achieving the objectives of the organisation.

The Board will ensure that the organisation has a secure long-term future by:

- Appointing the CEO, specifying performance expectations, evaluating the performance of the Board of the CEO.
- Being clear about its primary reason for existence, its vision and objects and stating the key values that will guide organisational and employee behaviour
- Creating a governance leadership that facilitates effective and accountable managerial leadership and operational performance.
- Establishing a policy framework from which all operational all operational policies and actions are developed and aligned.
- Establishing a risk management framework and monitoring compliance.
- Establishing and staying focused on the organisation's strategic direction and priorities.
- Monitoring CEO and organisational compliance with statutes, Federal, State and local and with the organisation's own policies.
- Monitoring organisational performance and evaluating the results achieved.
- Regularly scanning the external operating environment to ensure that the organisation's strategic direction remains both appropriate and achievable.

The key element for this to work is effective relationships built on the values of trust, openness, transparency and open communication. This encompasses the principle that better decisions are made when the whole is engaged.

REQUIREMENTS OF BOARD MEMBERS

Qualities

MS Plus Board members will:

- Be willing to express an opinion;
- Can debate in an inclusive manner;
- Demonstrate the values of MS Plus;
- Have availability of time to commit to Committees, Meetings and other projects;
- Have broad life and world experience.
- Have commitment to the Objects of MS Plus and those living with MS; and
- Understand good governance and the responsibilities associated with being a director of a company.

Skill Set

Individual members are not expected to provide direct expertise, rather contribute to decision making using their skills as directors with the benefit of any specific skills that would assist Board deliberations.

The following skills will build Board capacity in the light of our responsibilities:

- Community Services;
- Disability Services;
- Financial/Accounting;

- Home/Community Aged Care;
- Legal;
- Property & ICT Infrastructure
- Risk Management/Quality Management – audits.
- Social Work;
- Workings and Processes of Government;

Experience

The following experience as relevant to members:

- Advocacy;
- Commercial Experience;
- Facilities & Asset management;
- Fundraising;
- Governance (Risk assessments).
- Involvement in the Not for Profit Sector;
- Involvement in the Public Sector;
- People Management;
- Policy Development;

KEY RESPONSIBILITIES

1. Chair Risk Audit and Finance Committee

The Chair of the MS Plus Risk Audit and Finance Committee is a member of the Board and has responsibility for ensuring that the Committee remains focused on its purpose and desired outcomes in accordance with the Board Approved Terms of Reference by:

- Overview of the Risk and Audit Governance structures and reporting frameworks in consultation with the CEO and Internal Auditor.
- Oversight of internal controls over financial policies, reporting and frameworks.
- Overview of the system of internal controls and risk management systems.
- Active involvement in the internal and external audit process.
- Advising on governance arrangements and the organisations' processes for monitoring compliance with laws, regulations, and the code of conduct, Board policies and directions.
- Setting the tone for the committee work.
- Ensuring that members have the information needed to do their jobs.
- Ensuring that the Committee members are familiar with the programs and facilities discussed by the committee.
- Overseeing the logistics of committee's operations.
- Keeping the Board's Chair informed by consulting on ongoing business of the committee.
- Reporting to the full Board on committee's decisions/recommendations.
- Working closely with the Chief Executive Officer, and other staff as agreed to by the Chief Executive Officer.
- Assigns work to the committee members, sets the agenda and runs the meetings, and approves draft meeting minutes in consultation with the CEO.
- Initiates and leads the committee's annual Ensures development and board review of financial policies and procedures

2. Deputy Chair of the Risk Audit & Finance Committee (Deputy Treasurer)

The Deputy Chair of the Risk Audit and Finance Committee of the MS Plus Board will support the Chair in all the above responsibilities and is available to Chair a meeting of the committee in the absence of the Chair.

Mandatory requirements

The incumbent for this position must have and maintain a current Victorian Working with Children Check or equivalent. Police Checks will be undertaken for the selected candidate prior to any job offer being confirmed. Police checks are also undertaken on a periodic basis. Appointments are also subject to disclosure of any relevant employment history of formal disciplinary action for improper or unprofessional conduct taken by current or previous employers or any other integrity body within or outside Australia.

POSITION DESCRIPTION

Position: MS Plus Board Committee Chair
Duration: 3 years with a further option of up to 9 years
Date: November 2020

THE MS PLUS BOARD

The Board's role is to envision the future, establish and maintain systems and processes to set strategic direction, develop organisational policy, and management performance expectations, and to monitor achievements against these.

The Board's governance role is different from that carried out by management. The Board's primary responsibility is the expression of stewardship and trusteeship in support of the Objects of its stakeholder members in ensuring that the legal entity remains viable and effective for the future.

The Board demonstrates a commitment to its staff in achieving the objectives of the organisation.

The Board will ensure that the organisation has a secure long-term future by:

- Being clear about its primary reason for existence, its vision and objects and stating the key values that will guide organisational and employee behaviour
- Establishing and staying focused on the organisation's strategic direction and priorities.
- Appointing the CEO, specifying performance expectations, evaluating the performance of the Board of the CEO.
- Establishing a policy framework from which all operational all operational policies and actions are developed and aligned.
- Monitoring organisational performance and evaluating the results achieved.
- Monitoring CEO and organisational compliance with statutes, Federal, State and local and with the organisation's own policies.
- Establishing a risk management framework and monitoring compliance.
- Regularly scanning the external operating environment to ensure that the organisation's strategic direction remains both appropriate and achievable.
- Creating a governance leadership that facilitates effective and accountable managerial leadership and operational performance.

The key element for this to work is effective relationships built on the values of trust, openness, transparency and open communication. This encompasses the principle that better decisions are made when the whole is engaged.

REQUIREMENTS OF BOARD MEMBERS

Qualities

MS Plus Board members will:

- Be willing to express an opinion;
- Can debate in an inclusive manner;
- Demonstrate the values of MS Plus;
- Have availability of time to commit to Committees, Meetings and other projects;
- Have broad life and world experience.
- Have commitment to the Objects of MS Plus and those living with MS;
- Understand good governance and the responsibilities associated with being a director of a company;

Skill Set

Individual members are not expected to provide direct expertise, rather contribute to decision making using their skills as directors with the benefit of any specific skills that would assist Board deliberations.

The following skills will build Board capacity in the light of our responsibilities:

- Community Services;
- Disability Services;
- Financial/Accounting;
- Home/Community Aged Care;
- Legal;
- Property & ICT Infrastructure
- Risk Management/Quality Management – audits.
- Social Work;
- Workings and Processes of Government;

Experience

The following experience as relevant to members:

- Advocacy;
- Commercial Experience;
- Facilities & Asset management;
- Fundraising;
- Governance (Risk assessments).
- Involvement in the Not for Profit Sector;
- Involvement in the Public Sector;
- People Management;
- Policy Development;

KEY RESPONSIBILITIES

3. Chair of a Board Committee

The Chair of a MS Plus Board Committee is a member of the Board and has responsibility for ensuring that the Committee remains focused on its purpose and desired outcomes in accordance with the Board Approved Terms of Reference by:

- Setting the tone for the committee work.
- Ensuring that members have the information needed to do their jobs.
- Ensuring that the Committee members are familiar with the programs and facilities discussed by the committee.
- Overseeing the logistics of committee's operations.
- Keeping the Board's Chair informed by consulting on ongoing business of the committee.
- Reporting to the full Board on committee's decisions/recommendations.
- Working closely with the Chief Executive Officer, and other staff as agreed to by the Chief Executive Officer.
- Assigns work to the committee members, sets the agenda and runs the meetings, and approves draft meeting minutes in consultation with the CEO.
- Initiates and leads the committee's annual evaluation.

4. Deputy Chair of a Board Committee

The Deputy Chair of a MS Plus Board Committee will support the Chair in all the above responsibilities and is available to Chair a meeting of the committee in the absence of the Chair.

Mandatory requirements

The incumbent for this position must have and maintain a current Victorian Working with Children Check or equivalent. Police Checks will be undertaken for the selected candidate prior to any job offer being confirmed. Police checks are also undertaken on a periodic basis. Appointments are also subject to disclosure of any relevant employment history of formal disciplinary action for improper or unprofessional conduct taken by current or previous employers or any other integrity body within or outside Australia.

POSITION DESCRIPTION

Position: MS Plus Board Member
Duration: 3 years with a further option for re-appointment
Date: November 2020

THE MS PLUS BOARD

The Board's role is to envision the future, establish and maintain systems and processes to set strategic direction, develop organisational policy, and management performance expectations, and to monitor achievements against these.

The Board's governance role is different from that carried out by management. The Board's primary responsibility is the expression of stewardship and trusteeship in support of the Objects of its stakeholder members in ensuring that the legal entity remains viable and effective for the future.

The Board demonstrates a commitment to its staff in achieving the objectives of the organisation.

The Board will ensure that the organisation has a secure long-term future by:

- Appointing the CEO, specifying performance expectations, evaluating the performance of the Board of the CEO.
- Being clear about its primary reason for existence, its vision and objects and stating the key values that will guide organisational and employee behaviour
- Creating a governance leadership that facilitates effective and accountable managerial leadership and operational performance.
- Establishing a policy framework from which all operational all operational policies and actions are developed and aligned.
- Establishing a risk management framework and monitoring compliance.
- Establishing and staying focused on the organisation's strategic direction and priorities.
- Monitoring CEO and organisational compliance with statutes, Federal, State and local and with the organisation's own policies.
- Monitoring organisational performance and evaluating the results achieved.
- Regularly scanning the external operating environment to ensure that the organisation's strategic direction remains both appropriate and achievable.

The key element for this to work is effective relationships built on the values of trust, openness, transparency and open communication. This encompasses the principle that better decisions are made when the whole is engaged.

REQUIREMENTS OF BOARD MEMBERS

Qualities

MS Plus Board members will:

- Be willing to express an opinion;
- Can debate in an inclusive manner;
- Demonstrate the values of MS Plus;
- Have availability of time to commit to Committees, Meetings and other projects;
- Have broad life and world experience.
- Have commitment to the Objects of MS Plus and those living with MS;
- Understand good governance and the responsibilities associated with being a director of a company;

Skill Set

Individual members are not expected to provide direct expertise, rather contribute to decision making using their skills as directors with the benefit of any specific skills that would assist Board deliberations. The following skills will build Board capacity in the light of our responsibilities:

- Community Services;
- Disability Services;

- Financial/Accounting;
- Home/Community Aged Care;
- Legal;
- Property & ICT Infrastructure
- Risk Management/Quality Management – audits.
- Social Work;
- Workings and Processes of Government;

Experience

The following experience as relevant to members:

- Advocacy;
- Commercial Experience;
- Facilities & Asset management;
- Fundraising;
- Governance (Risk assessments).
- Involvement in the Not for Profit Sector;
- Involvement in the Public Sector;
- People Management;
- Policy Development;

KEY RESPONSIBILITIES

1. Board Member

MS Plus Board members accept responsibility as a member of the Board for the performance of the organisation by:

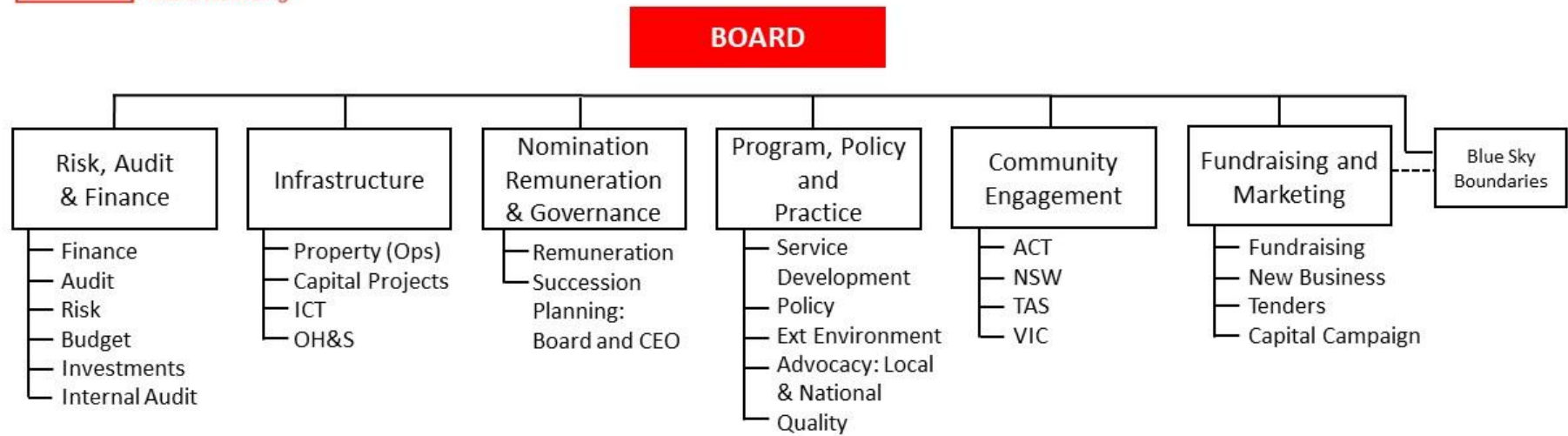
- Regularly attends board meetings and important related meetings.
- Respecting the CEO and staff for their role in achieving the organisation's objectives.
- Making a serious commitment to participate actively in committee work and in the activities of MS Plus.
- Volunteering for and being willing to accept assignments and complete them thoroughly and on time.
- Staying informed about all relevant matters, preparing themselves well for meetings, and reviews and comments on minutes and reports.
- Gets to know other members and builds a collegial working relationship that contributes to consensus.
- Is an active participant in annual evaluation and planning efforts.
- Is actively involved in the promotion of fundraising efforts and participates in fund raising activities for the organisation.

Mandatory requirements

The incumbent for this position must have and maintain a current Victorian Working with Children Check or equivalent. Police Checks will be undertaken for the selected candidate prior to any job offer being confirmed. Police checks are also undertaken on a periodic basis. Appointments are also subject to disclosure of any relevant employment history of formal disciplinary action for improper or unprofessional conduct taken by current or previous employers or any other integrity body within or outside Australia.

Appendix C MS Plus Board Committees Terms of Reference

BOARD COMMITTEE STRUCTURE





NOMINATIONS, REMUNERATION AND GOVERNANCE COMMITTEE TERMS OF REFERENCE

MS PLUS

ABN 66 004 942 287

A Company Limited by Guarantee Incorporated under the
Corporations Act 2001 (Cth)

Registered office: 54 Railway Road,
Blackburn Victoria 3130

Telephone: (03) 9845 2700 Facsimile: (03) 9845 2777

Web: www.msplus.org.au

Revised April 2018

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- 5 COMMITTEE MEETINGS AND PROCESS**
- 6 AMENDMENTS TO THE TERMS OF REFERENCE**

1 PURPOSE OF THE TERMS OF REFERENCE

The Nominations, Remuneration and Governance Committee Terms of Reference sets out the authority, membership, operations and responsibilities of the Nominations, Remuneration & Governance Committee ('the Committee') of the Company.

2 AUTHORITY

The Committee is appointed and authorised by the Board of Directors of the Company to assist the Board in fulfilling its statutory and fiduciary responsibilities. As such, the Committee exercises the authority and power delegated to it and the power imposed by statute, regulation and/or regulatory authority obligations. The authority of the Committee is sourced from:

- the company's constitution
- the Nominations, Remuneration & Governance Committee Terms of Reference.
- separate Board resolutions/approvals granted to it from time to time; and
- statute, regulation and/or regulatory authority obligations.

2.1 *Delegation of Powers of Directors*

The Committee is entitled to exercise any powers of the Directors, which the Directors have delegated to it in accordance with the Corporations Act and the Constitution.

The Committee must exercise any powers delegated by the Board in accordance with any directions of the Board as prescribed in the Constitution.

2.2 *Independent Experts*

The Committee is authorised to appoint and terminate the appointment of any independent experts to enable it to carry out its responsibilities.

3 DUTIES AND RESPONSIBILITIES

3.1 *Primary responsibilities*

The Committee assists and makes recommendations to the Board on:

- Director selection and appointment practices;
- Board composition and tenure;
- succession planning for the Board;
- remuneration policies, strategies and practices for the Board, its Committees, the Chief Executive Officer (CEO), and the general remuneration review for all staff
- to ensure the Board retains a sufficiently wide mix of expertise to fulfil its responsibilities and attracts, motivates and retains highly skilled Directors and executives.
- review Board Governance Documents
- review and endorse Board owned policies to be presented to the MS Plus Board for approval.

3.2 *The Committee is responsible for:*

- developing, regularly reviewing and making recommendations to the Board regarding policy with respect to Director tenure, Director retirement, Board composition, strategic function and size;
- identifying those individuals believed to be qualified to become Board members and making recommendations to the Board for appointment of new Board member candidates having regard, among other things, to:
 - the candidate's judgment, skills, diversity and experience; and

- the extent to which the candidate would be a desirable addition to the Board and any Committees of the Board;
- assessing and reviewing the necessary and desirable competencies of Board members;
- identifying Board members qualified to fill vacancies on any Committee of the Board (including this Committee);
- developing and reviewing orientation and induction procedures for new appointees to the Board to enable them to effectively discharge their duties;
- Developing, reviewing and making recommendations on:
 - MSL's policy on remuneration for the CEO, direct reports of the CEO and the Organisation;
 - Incentive schemes, if appropriate, for the CEO and direct reports of the CEO; and
 - Having regard to the remuneration policy, the total remuneration package for the CEO's direct reports and any changes to those packages.

The Committee may obtain external expert advice from time to time in respect of MS Plus's remuneration strategies, policies and practices.

The above responsibilities are conducted within the scope of the Company's Constitution and Governance Charter.

4 COMPOSITION OF THE COMMITTEE

4.1 *Membership*

The Committee must consist of a minimum of two directors. All members of the Committee shall be independent non-executives of the company. It is appropriate that members of the Committee have a range of different backgrounds, skills and experiences having a regard to the operations, financial and strategic risk profile of the company

4.2 *Appointment*

The Board may appoint, remove or replace the members of the Committee.

4.3 *Chairman*

The Chairman of the Committee will be appointed annually by the Board.

Should the Chairman be absent from a meeting and no acting Chairman has been appointed, the members of the Committee present at the meeting have authority to choose one of their number to be Chairman for that particular meeting.

4.4 *Secretary*

The Committee may appoint, remove or replace a Secretary, who in the normal course of events will be the Company Secretary.

The Secretary has the powers and duties specified in this Terms of Reference or determined by the Committee and must exercise his or her powers in accordance with any directions of the Committee.

4.5 *Term*

Each member of the Committee will be appointed for an initial term of one year, or shorter if circumstances dictate.

Periodic rotation of members' appointments is to be encouraged. However, no more than one member should leave the Committee pursuant to rotation in any one year.

5 COMMITTEE MEETINGS AND PROCESS

5.1 *Meetings Other than in Person*

The Committee may in accordance with the Constitution conduct meetings without all Committee members being involved in the meeting in the physical presence of one another provided that all Committee members involved in the meeting are able to participate in the discussion.

5.2 *Frequency of Meetings and Convening of Meetings*

The Committee should meet often enough to undertake its role effectively, but not less than annually.

In addition, the Chairman will call a meeting of the Committee if so requested by any member of the Committee or by the Chairman of the Board.

5.3 *Quorum*

A quorum is present at a Committee meeting if at least two members entitled to vote on any resolution that may be moved at the meeting, are present.

5.4 *Non-executive Director Remuneration*

A Director may not be paid any remuneration for services as a Director. However, a Director is entitled to be reimbursed out of the funds of the Company for his or her reasonable travelling, accommodation and other expenses incurred when travelling to or from meetings of the Directors or a Committee or when otherwise engaged on the affairs of the Company.

5.5 *Minutes*

The Secretary must cause minutes of all Committee meetings to be made and retained.

Minutes of Committee meetings must be provided to the Board for noting at the earliest opportunity.

5.6 *Attendance at Meetings*

The CEO and other executives may attend meetings of the Committee at the invitation of the Committee Chairman.

If requested by the Committee Chairman, Directors who are not members of the Committee, the CEO and other executives may comment on the remuneration policies and arrangements proposed by the Committee.

Other members of management and/or parties external to the company may be invited to attend any meeting of the Committee or part thereof but they may be asked to withdraw for or any part of any meeting.

5.7 *Direct Access*

To ensure that all appropriate matters are drawn to the attention of the Committee, the CEO and any other direct report to the CEO, have direct access to the Committee.

5.8 *Reporting and Assessment*

The Committee, through its Chairman, reports to the Board of the company and makes recommendations, at the earliest possible Board Meeting after each Committee meeting, any matters that in the opinion of the Committee should be brought to the attention of the Board, and any recommendations requiring Board approval and/or action. Minutes are to be kept of all Committee meetings and circulated to the Board.

At least annually, a review of the Terms of Reference and its continuing adequacy shall be performed together with an evaluation of the Committee's performance and the extent to which the Committee has met the requirements of the Terms of Reference.

6 AMENDMENTS TO THE TERMS OF REFERENCE

This Terms of Reference may be amended by the Board of Directors.

This Terms of Reference is dated April 2018.



RISK, AUDIT AND FINANCE COMMITTEE TERMS OF REFERENCE

MS PLUS

ABN 66 004 942 287

A Company Limited by Guarantee Incorporated under the
Corporations Act 2001 (Cth)

Registered office: 54 Railway Road,
Blackburn Victoria 3130

Telephone: (03) 9845 2700 Facsimile: (03) 9845 2777

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Revised August 2021

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1 PURPOSE OF THE TERMS OF REFERENCE

The Risk, Audit and Finance Committee Terms of Reference sets out the authority, membership, operations and responsibilities of the Risk, Audit and Finance Committee ('the Committee') of the company.

2 AUTHORITY

The Committee is appointed and authorised by the Board of Directors of the company to assist the Board in fulfilling its statutory and fiduciary responsibilities. As such, the Committee exercises the authority and power delegated to it and the power imposed by statute, regulation and/or regulatory authority obligations. The authority of the Committee is sourced from:

- the company's constitution
- the Risk, Audit and Finance Committee Terms of Reference.
- separate Board resolutions/approvals granted to it from time to time; and
- statute, regulation and/or regulatory authority obligations.

2.1 *Delegation of Powers of Directors*

The Committee is entitled to exercise any powers of the Directors, which the Directors have delegated to it in accordance with the Corporations Act and the Constitution.

The Committee must exercise any powers delegated by the Board in accordance with any directions of the Board as prescribed in the Constitution.

2.2 *Independent Experts*

The Committee is authorised to appoint and terminate the appointment of any independent experts, including risk, audit and finance consultants, to enable it to carry out its responsibilities. The Committee is not able to terminate the appointment of the external auditor. The nomination and removal process for the company's external auditor is prescribed in the Corporations Act.

3 DUTIES AND RESPONSIBILITIES

3.1 *Primary responsibilities*

The Committee is responsible for monitoring, reviewing and recommending to the Board:

- the integrity of the accounting, financial reporting and budgeting processes of the company, its subsidiaries and related entities
- the appointment of an external auditor;
- the selection of an internal auditor; and
- compliance with applicable accounting standards to give a true and fair view of the financial position and performance of the company.

The Committee has the authority to conduct or direct any investigation required to fulfil its responsibilities and has the ability to retain, at the company's expense, such legal, accounting or other advisers, consultants or experts as it considers necessary from time to time in the performance of its duties.

The Committee may form and delegate authority to sub-committees, comprised of one or more members of the Committee as it considers necessary or appropriate. Each sub-committee shall have the full power and authority of the Committee, subject to the terms of its delegated authority.

The Committee's areas of responsibility are listed below under six headings – Accounting Policies, Practices and External Reporting, External Audit, Financial and Non-Financial Risk Management and Compliance, Internal Audit, Investment Management and Other Responsibilities.

The Committee is to advise on and may make recommendations to the Board on any matters it deems appropriate.

3.2 Operational Procedures

A separate detailed checklist (attached as Appendix A) of operational issues and agenda items to be considered by the Risk, Audit and Finance Committee over a full year is used as a means to fulfil the Committee's responsibilities. This checklist is maintained by the Committee Secretary and is updated annually or as required to reflect relevant accounting, legal, risk management and regulatory issues including the company's duty of care and other operational risks.

3.3 Accounting Policies, Practices and External Reporting

3.3.1 Financial Statements

- Review the audited annual and half yearly financial statements and any reports which accompany published financial statements with management and the internal and external auditors in order to recommend their approval by the Board, or when authorised by the Board, to approve their release to regulators and members.
- Review with management, significant accounting and financial reporting issues.
- Review any new or significant changes to existing company reporting templates.

3.3.2 Accounting Policies

- Advise the Board of any significant new policies or significant changes in policy.
- Ensure that appropriate policies are promulgated and complied with in relation to the regular review of models that calculate financial valuations of assets and liabilities.

3.3.3 Regulatory and Internal Reporting

- Review the controls and processes that are used to reach the opinions provided in the regulatory certifications of the CEO and Chief Financial Officer.
- Review the major reports to regulators and make recommendations to the Board on their approval or amendment if required.
- Review internal reports and budget/forecast framework.

3.3.4 Confidential Financial Submissions

- Establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters.
- Ensure procedures are in place where employees can make confidential, anonymous submissions regarding accounting, internal accounting controls or auditing matters.

3.4 External Audit

3.4.1 Financial Statements

- In consultation with management, review the integrity and effectiveness of the company's financial reporting systems and controls with the external auditors.
- Review the scope of the external audit plan with management and monitor its implementation.
- Review the external audit results with management and Internal Audit.
- The Committee will meet privately, on at least an annual basis, with the external auditor.

3.4.2 Independence

- Obtain at least annually from the external auditor a formal written statement delineating all relationships between the external auditor and the company to assess the auditor's independence.
- Pre-approve all auditing services and all permitted non-audit services (including the fees and terms thereof) to be performed for the company by the external auditor, to the extent required by law, according to established Committee procedures.
- Delegate to one or more Committee members, the authority to grant pre-approvals for audit and permitted non-audit services to be performed for the company by the external auditor. A summary of all pre-approvals is to be presented to the Committee at the next regularly scheduled meeting.

3.4.3 Relationship / Term- When requested by the Board

- Select, evaluate, compensate and where appropriate, replace the external auditor, subject to member approval where required.
- Review the external audit service contract after two years from execution of the audit tender and re-tender the external audit contract at the expiration of three years.
- Discuss with and provide feedback to the external auditor at least annually, or as required.

3.4.4 Financial and Non-Financial Risk Compliance

- Review the financial and non-financial risk management internal control systems and compliance processes for external reporting.
- Review not for profit sector regulatory requirements and compliance with them.
- Review procedures to control risk in any major project.
- Review any matters significant to the financial welfare of the Company.

3.5 Internal Audit

If a formal Internal Audit function does not exist within the company, the Committee shall discuss with the external auditor and request additional controls testing or reviews to be performed, if considered necessary.

3.5.1 Financial and Non-Financial Risk Management

- Review the scope of the annual Internal Audit plan with management and the external auditors and regularly monitor the progress of work performed in relation to the audit plan.
- Review Internal Audit periodic reports on the effectiveness of the financial and non-financial risk management review processes and the annual attestation by Internal Audit.
- Meet privately, on at least an annual basis, with Internal Audit.

3.5.2 Independence

- Ensure that the Internal Audit function is independent of the external auditor and has access to management and rights to seek information.
- Evaluate and approve any major proposed outsourcing of the Internal Audit function.

3.5.3 Relationship

- Review the responsibilities, budget and staffing of Internal Audit, and, if appropriate, recommend changes or outsourcing of Internal Audit.

3.5.4 Oversee the effectiveness of the Internal Audit function

- Following consultation with management, recommend to the Board the appointment and dismissal of the of the auditor or change to outsourcing of the internal function
- Assess the objectives, policies and plans of Internal Audit as documented in its annual plan.

3.6 Investment Management

3.6.1 Policy Review

The Committee periodically reviews long term investment objectives and policy performance and recommends to the Board, as necessary, changes to investment policy and strategy.

3.6.2 Breach Reporting

The Committee receives regular breach reports from the Investment Consultant, recommends appropriate actions and advises the Board accordingly.

3.6.3 Investment Consultant

The Committee reviews the performance of the Investment Consultant and makes recommendations regarding the appointment of the Investment Consultant.

3.7 Other Responsibilities

3.7.1 Communications

Maintain and encourage open lines of communication with any subsidiary's audit committees.

3.7.2 Special Investigations

From time to time, the Committee may need to request, or, if approved by the Board, to direct, a special project or investigation into a serious issue or significant transaction that falls within the ambit of the Committee's overall responsibilities.

In addition, the Committee shall examine any other matters referred to it by the Board.

3.7.3 Subsidiary Entities

Delegation of Authorities from MS Plus to AHCS & AHCS Reporting Requirements Policy.

The committee will monitor adherence to the policy in accordance with the Company's reporting cycle. The committee will also consider any proposed amendments or updates to the policy and recommend any changes to the Board of the company at the earliest possible Board Meeting.

3.7.4 Funds in Advance Reporting

The Committee will review at each meeting a report on the Status of Funds in Advance held by the company. The reporting will incorporate – aging analysis of funds held and not acquitted, and funds that may require repayment to the funding agency.

3.7.5 Not for Profit Status/Taxation Status

The Committee will receive reports on a quarterly basis from management verifying compliance to NFP and taxation requirements status.

4 COMPOSITION OF THE COMMITTEE

4.1 *Membership*

The Committee must consist of a minimum of three directors. All members of the Committee shall be independent non-executives of the company. It is appropriate that members of the Committee have a range of different backgrounds, skills and experiences having a regard to the operations, financial and strategic risk profile of the company. All members of the Committee must be financially literate.

The Board recognises the importance of the Committee having at least one member with accounting or financial expertise.

4.2 *Appointment*

The Board may appoint, remove or replace the members of the Committee.

4.3 *Chairman*

The Chairman of the Committee will be appointed annually by the Board.

Should the Chairman be absent from a meeting and no acting Chairman has been appointed, the members of the Committee present at the meeting have authority to choose one of their number to be Chairman for that particular meeting.

4.4 *Secretary*

The Committee may appoint, remove or replace a Secretary, who in the normal course of events will be the Company Secretary.

The Secretary has the powers and duties specified in this Terms of Reference or determined by the Committee and must exercise his or her powers in accordance with any directions of the Committee.

4.5 *Term*

Each member of the Committee will be appointed for an initial term of one year, or shorter if circumstances dictate.

Periodic rotation of members' appointments is to be encouraged. However, no more than one member should leave the Committee pursuant to rotation in any one year.

5 COMMITTEE MEETINGS AND PROCESS

5.1 Meetings Other than in Person

The Committee may in accordance with the Constitution conduct meetings without all Committee members being involved in the meeting in the physical presence of one another provided that all Committee members involved in the meeting are able to participate in the discussion.

5.2 Frequency of Meetings and Convening of Meetings

The Committee should meet often enough to undertake its role effectively, but not less than quarterly.

In addition, the Chairman will call a meeting of the Committee if so requested by any member of the Committee, by the external auditors or internal auditors or by the Chairman of the Board.

5.3 Quorum

A quorum is present at a Committee meeting if at least two members entitled to vote on any resolution that may be moved at the meeting, are present.

5.4 Non-executive Director Remuneration

A Director may not be paid any remuneration for services as a Director. However, a Director is entitled to be reimbursed out of the funds of the Company for his or her reasonable travelling, accommodation and other expenses incurred when travelling to or from meetings of the Directors or a Committee or when otherwise engaged on the affairs of the Company.

5.5 Minutes

The Secretary must cause minutes of all Committee meetings to be made and retained.

Minutes of Committee meetings must be provided to the Board for noting at their next scheduled meeting.

5.6 Attendance at Meetings

Directors who are not members of the Committee are entitled to attend meetings of the Committee.

The CEO and other executives may attend meetings of the Committee at the invitation of the Committee Chairman.

If requested by the Committee Chairman, Directors who are not members of the Committee, the CEO and other executives may comment on the general finance and risk management policies and arrangements proposed by the Committee.

Other members of management and/or parties external to the company may be invited to attend any meeting of the Committee or part thereof but they may be asked to withdraw for all or any part of any meeting.

5.7 Direct Access

To ensure that all appropriate matters are drawn to the attention of the Committee, the following individuals have direct access to the Committee: CEO, Chief Financial Officer, legal advisors, the external auditors, and the internal auditor.

The Committee will have right of access to management and to auditors (external and internal) without management present and rights to seek explanations and additional information.

5.8 Reporting and Assessment

The Committee, through its Chairman, reports to the Board of the company, at the earliest possible Board Meeting after each Committee meeting, any matters that in the opinion of the Committee should be brought to the attention of the Board, and any recommendations requiring Board approval and/or action. Minutes are to be kept of all Committee meetings and circulated to the Board.

The Committee should recommend to the Board adoption of annual and half yearly financial statements after providing the Board an assessment of:

- the performance and independence of the external auditor, including whether independence is being maintained having regard to the provision of non-audit services;
- the performance and objectivity of the internal audit function (if applicable) and the management controls which support external reporting;
- the internal compliance and control systems for financial reporting; and
- whether external reporting is consistent with internal information and knowledge and is adequate for member needs.

At least annually, a review of the Terms of Reference and its continuing adequacy shall be performed together with an evaluation of the Committee's performance and the extent to which the Committee has met the requirements of the Terms of Reference.

6 AMENDMENTS TO THE TERMS OF REFERENCE

This Terms of Reference may be amended by the Board of Directors.

This Terms of Reference is dated September 2021.

Risk Audit and Finance Committee Terms of Reference

Issue / Item	July	Sept	Nov	Feb	Apr	June	Commentary
1. Review monthly results and report issues to the Board	✓	✓	✓	✓	✓	✓	
2. Half yearly review of results				✓			
3. Review of preliminary annual management accounts		✓					
4. Review independence of auditor					✓		
5. Review performance and objectivity of the internal audit function					✓		
6. Review internal compliance and control systems for financial reporting with the internal auditor					✓		
7. Review whether external reporting is consistent with internal information and adequate for member needs		✓					
8. Review Terms of Reference				✓			
9. Chair to recommend to the Board adoption of the audited annual financial statements		✓					
10. Advise Board of any new or changes in accounting policy					✓		
11. Ensure policies are complied with in relation to regular review of models that determine the value of assets and liabilities.			✓				
12. The Committee performs reviews/ recommendations on long term investments to the Board as necessary.			✓				
13. Review the procedures used to reach the opinions provided in the regulatory certificates of the CEO and CFO						✓	
14. Review the risk profile of the Company and the procedures to manage identified risks			✓				

Risk Audit and Finance Committee Terms of Reference

Issue / Item	July	Sept	Nov	Feb	Apr	June	Commentary
15. Review risk assessment schedules for progress in completing objectives		✓			✓		
16. Review internal reports and budget/forecast framework				✓			
17. Establish procedures for the treatment of complaints including matters of a fraudulent nature.			✓				
18. Review integrity and effectiveness of company's reporting and controls systems with external auditors in consultation with management.					✓		
19. Review and monitor scope of external audit plan with Management					✓		
20. Review external audit results with management and Internal Audit			✓				
21. Meet privately at least once a year with the external auditor.				✓			
22. Meet privately at least once a year with Internal Audit.				✓			
23. Lodgement of Financial Statement for MS Plus			✓				
24. Completion of Annual ACNC Return for MS Plus			✓				
25. Lodgement of State Government Acquittal DADHC			✓				
26. Lodgement of State Government Acquittal DHS			✓				

Issue / Item	July	Sept	Nov	Feb	Apr	June	Commentary
27. Delegation of Authorities from MS Plus to AHCS & AHCS Reporting Requirements Policy: The committee will monitor adherence to the policy in accordance with the Company's reporting cycle. The committee will also consider any proposed amendments or updates to the policy and recommend any changes to the Board of the company at the earliest possible Board Meeting.		✓		✓		✓	
28. Funds in Advance Reporting: The Committee will review at each meeting a report on the Status of Funds in Advance held by the company. The reporting will incorporate – aging analysis of funds held and not acquitted, and funds that may require repayment to the funding agency	✓	✓	✓	✓	✓	✓	
29. Not for Profit Status/Taxation Status: The Committee will receive reports on a quarterly basis from management verifying compliance to NFP and taxation requirements status.		✓				✓	
30. Purchase order performance	✓			✓			
31. Insurance Review			✓				
32. Westpac Covenant reporting for MS Plus, AHCS, HaH Required on a 6 monthly basis. (Half year and Full year results) Forecast required June		✓		✓		✓	



FUNDRAISING & MARKETING COMMITTEE

TERMS OF REFERENCE

MS PLUS

ABN 66 004 942 287

A Company Limited by Guarantee Incorporated under the
Corporations Act 2001 (Cth)

Registered office: 54 Railway Road,
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[Revised February 2019](#)

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1 PURPOSE OF THE TERMS OF REFERENCE

The Fundraising and Marketing Committee Terms of Reference sets out the authority, membership, operations and responsibilities of the Fundraising & Marketing ('the Committee') of the company.

2 AUTHORITY

The Committee is appointed and authorised by the Board of Directors of the MS Plus to assist the Board in fulfilling its statutory and fiduciary responsibilities and have sight of the delivery of services to PwMS. As such, the Committee exercises the authority and power delegated to it and the power imposed by statute, regulation and/or regulatory authority obligations. The authority of the Committee is sourced from:

- the company's constitution
- the Risk, Audit and Finance Committee Terms of Reference.
- separate Board resolutions/approvals granted to it from time to time; and
- statute, regulation and/or regulatory authority obligations.

2.1 Delegation of Powers of Directors

The Committee is accountable to the Board and is entitled to exercise any powers of the Directors, which the Directors have delegated to it by the Board and the Constitution.

The Committee must exercise any powers delegated by the Board in accordance with any directions of the Board as prescribed in the Constitution.

2.2 Independent Experts

The Committee is authorised to appoint and terminate the appointment of any independent experts, subject to budget allocation, to enable it to carry out its responsibilities.

3 DUTIES AND RESPONSIBILITIES

3.1 Primary responsibilities

The Committee will provide to the MS Plus Board advice and guidance:

3.1.1 Fundraising matters including:

- a) The development of overall organisational fundraising strategy;
- b) Oversight the implementation and evaluation of the fundraising strategy and related campaigns;
- c) Approval of annual Business Plans and fundraising budgets and targets;
- d) Support management in the identification and maintenance of existing and potential sponsors and funders; and
- e) Assist Board Members in managing interactions with sponsors/funders.

3.1.2 Communications including:

- a) The development of overall organisational communications strategy; and
- b) Oversight of the implementation of the communications plan including monitoring surrounding the utilisation of the broader suite of media channels.

3.1.3 Fundraising & Marketing including:

- a) Consider proposals for innovative outcomes for PwMS reflecting health, and research benefits, along with educational, outreach and other client impacts.
- b) Development of strategy to support organisational viability and sustainability through:
 - a. Maximise MS Plus revenue opportunities and growth of long term opportunities including responding to tender and grant opportunities;
 - b. Development and oversight of partnership, collaboration and engagement strategies and activities opportunities

The Committee has the authority to recommend to the Board any investigation required to fulfil its responsibilities and where necessary to retain, at the company's expense, such consultants or experts as it considers necessary from time to time in the performance of its duties.

The Committee may form and delegate authority to sub-committees, comprised of one or more members of the Committee as it considers necessary or appropriate. Each sub-committee is subject to the terms of its delegated authority from the Board.

4 COMPOSITION OF THE COMMITTEE

4.1 Membership

The Committee will consist of at least two Board members appointed annually by resolution and jointly by the Board, not including the Board Chair who shall be an ex officio member of the Committee.

The Board may appoint external members to the Committee, but Board members must comprise a majority.

The committee may invite persons with relevant experience and expertise to its meetings or, as needs arise, engage specialised individuals as required to attend meetings or otherwise provide specialised advice, subject to budgetary provision where cost is involved.

The Chief Executive Officer and/or delegated officer(s) will attend each meeting of the Committee ex officio unless otherwise determined by the Committee.

The CEO will appoint a member of the Executive Management Team as Executive Officer to the Committee.

The Chair of the Committee must be a Board member appointed by the Board.

Every two years at least one Board member of the Committee should change.

4.2 Chair

The Chair of the Committee will be appointed for a period of two years by the Board. Should the Chair be absent from a meeting and no acting Chair has been appointed, the members of the Committee present at the meeting have authority to choose one of their number to be Chair for that particular meeting.

4.3 Secretary

The Committee may appoint, remove or replace a Secretary, who in the normal course of events will be the Company Secretary.

The Secretary has the powers and duties specified in this Terms of Reference or determined by the Committee and must exercise his or her powers in accordance with any directions of the Committee.

4.4 Term

Each member of the Committee will be appointed for an initial term of two years, or shorter if circumstances dictate.

Periodic rotation of members' appointments is to be encouraged. However, no more than one member should leave the Committee pursuant to rotation in any one year.

5 COMMITTEE MEETINGS AND PROCESS

5.1 Meetings including those other than in Person

The Committee may in accordance with the Constitution conduct meetings without all Committee members being involved in the meeting in the physical presence of one another provided that all Committee members involved in the meeting are able to participate in the discussion.

The Chair of the Committee will:

- Convene each meeting and will determine the content of the agenda in liaison with the CEO and Company Secretary.
- Provide opportunities as needed for members to raise matters without the presence of officers.

The CEO will:

- Circulate the agenda to members at least four clear working days prior to each meeting.
- Bring to the attention of the Committee or the Chair any risks arising for the organisation or other matters that impact on the Committee's responsibilities.
- Arrange for the Secretary to prepare minutes of each meeting showing the matters considered and the outcomes of such considerations with a list of all outstanding actions, to be circulated within one week of the meeting being held.

5.2 Frequency of Meetings and Convening of Meetings

The Committee should meet often enough to undertake its role effectively, but not less than quarterly.

In addition, the Chair will call a meeting of the Committee if so requested by any member of the Committee, by the external auditors or internal auditors or by the Chair of the Board.

5.3 Quorum

A quorum is present at a Committee meeting if at least two members entitled to vote on any resolution that may be moved at the meeting, are present.

5.4 Non-executive Director and Committee Member Remuneration

A Director may not be paid any remuneration for services as a Director. However, a Director is entitled to be reimbursed out of the funds of the Company for his or her reasonable travelling, accommodation and other expenses incurred when travelling to or from meetings of the Directors or a Committee or when otherwise engaged on the affairs of the Company.

5.5 Minutes

The Secretary must cause minutes of all Committee meetings to be made and retained.

Minutes of Committee meetings must be provided to the Board for noting and endorsement at their next scheduled meeting.

5.6 Attendance at Meetings

Directors who are not members of the Committee are entitled to attend meetings of the Committee.

Other members of management and/or parties external to the company may be invited to attend any meeting of the Committee or part thereof but they may be asked to withdraw for all or any part of any meeting.

5.7 Reporting and Assessment

The Committee, through its Chair, reports to the Board of the company, at the earliest possible Board Meeting after each Committee meeting, any matters that in the opinion of the Committee should be brought to the attention of the Board, and any recommendations requiring Board approval and/or action. Minutes are to be kept of all Committee meetings and circulated to the Board.

6 AMENDMENTS TO THE TERMS OF REFERENCE

This Terms of Reference may be amended by the Board of Directors.

This Terms of Reference is dated February 2019.



INFRASTRUCTRE COMMITTEE

TERMS OF REFERENCE

MS PLUS

ABN 66 004 942 287

A Company Limited by Guarantee Incorporated under the
Corporations Act 2001 (Cth)

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Revised February 2019

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1 PURPOSE OF THE TERMS OF REFERENCE

The Infrastructure Committee terms of Reference sets out the authority, membership, operations and responsibilities of the MS Plus Infrastructure ('the Committee') of the company.

2 AUTHORITY

The primary role of the Committee is related to the specific responsibilities of MS Plus as directed by their Boards.

The Property & Infrastructure Committee serves to advising the Board and the Risk, Audit Committee in respect to matters regarding compliance, strategic risk and financial management in relation to Property, Capital Assets, ICT & Infrastructure matters.

2.1 Delegation of Powers of Directors

The Committee is entitled to exercise any powers of the Directors, which the Directors have delegated to it in accordance with the Corporations Act and the Constitution.

The Committee must exercise any powers delegated by the Board in accordance with any directions of the Board as prescribed in the Constitution.

2.2 Independent Experts

The Committee has the authority to recommend to the Board any investigation required to fulfil its responsibilities and where necessary to retain, at the company's expense, such consultants or experts as it considers necessary from time to time in the performance of its duties.

The Committee may form and delegate authority to sub-committees, comprised of one or more members of the Committee as it considers necessary or appropriate. Each sub-committee is subject to the terms of its delegated authority from the Board.

3 DUTIES AND RESPONSIBILITIES

3.1 Primary responsibilities

The primary responsibility of the Committee will be to generally advise the Board in the following areas:

- a) Oversight of the preparation of the MS Plus capital budgets in accordance with the directions of the Board and in consultation with the Audit and Finance Committee.
- b) Oversight of the adequacy of frameworks for the development, management, acquisition and replacement of the assets of the organisation.
- c) Review the strategic infrastructure (property and IT) directions of MS Plus.
- d) Overseeing management's review of internal asset controls of MS Plus including:
 - Financial and other risks;
 - Internal auditing activities;
 - Asset maintenance and replacement;
 - Internal mechanisms for financial reporting specific to the asset portfolio;
 - Legal and compliance risk specific to the asset portfolio;
 - In conjunction with Audit & Finance Committee, OH&S Risk associated with properties or property related operations;
 - Relevant policy development and implementation.

- e) Overview of the annual Infrastructure Procurement annual strategic business plan;
- f) Monitoring management's processes for ensuring the organisation's compliance with relevant laws, regulations, contracts, purchases and grants;

Specific Oversight of Property Assets/Projects

- g) Developing and maintaining a good understanding of MS Plus' entire property portfolio (owned and leased) and the issues affecting individual properties and the portfolio overall.
- h) Reviewing the establishment of structures, templates and guidelines used to develop and manage major property projects and providing advice to the Board regarding the adequacy of such structures, templates and guidelines. The Committee will make recommendations to the Board regarding the approval or amendment of such structures, templates and guidelines.
- i) Reviewing business cases and project plans prepared by management and advising the Board as to the adequacy and completeness of such business cases and plans along with confirming compliance with the agreed structures, templates and guidelines. The Committee will make recommendations to the Board regarding the approval of such business cases and plans.
- j) Monitoring the progress and delivery of major projects nominated by the Board in the context of the Board approved business case, project plan and budget and report to the Board as necessary.
- k) Providing strategic advice to management and the Board in relation to key project issues.

Specific Oversight of Property Assets/Projects

- a) Providing oversight of effective safeguards and controls and provides guidance on proposed IT initiatives and projects prior to the approval process.
- b) Advising on:
 - a. new, emerging, and current technology opportunities
 - b. the value of IT investments as business enablers
 - c. IT policies and risk ratings monitored for progress against reduction
- c) Undertaking additional tasks requested by the Board of Directors.
- d) Considering matters referred by the CEO.

The Committee has the authority to recommend to the Board any investigation required to fulfil its responsibilities and where necessary to retain, at the company's expense, such consultants or experts as it considers necessary from time to time in the performance of its duties.

The Committee may form and delegate authority to sub-committees, comprised of one or more members of the Committee as it considers necessary or appropriate. Each sub-committee is subject to the terms of its delegated authority from the Board.

4 COMPOSITION OF THE COMMITTEE

4.1 Membership

The Committee must consist of a minimum of two directors. All members of the Committee shall be independent non-executives of the company. The Committee will consist of at least two Board members appointed for a minimum of two years by resolution and jointly by the Board, not including the Board Chair who shall be an ex officio member of the Committee.

The Board may appoint external members to the Committee but Board members must comprise a majority.

The committee may invite persons with relevant experience and expertise to its meetings or, as needs arise, engage specialised individuals as required to attend meetings or otherwise provide specialised advice, subject to budgetary provision where cost is involved.

The Chief Executive Officer and/or delegated officer(s) will attend each meeting of the Committee ex officio unless otherwise determined by the Committee.

The CEO will appoint a member of the Executive Management Team as Executive Officer to the Committee.

The Chair of the Committee must be a Board member appointed by the Board.

Every two years at least one Board member of the Committee should change.

4.2 Appointment

The Board may appoint, remove or replace the members of the Committee.

4.3 Chair

The Chair of the Committee will be appointed annually by the Board.

Should the Chair be absent from a meeting and no acting Chair has been appointed, the members of the Committee present at the meeting have authority to choose one of their number to be Chair for that particular meeting.

4.4 Secretary

The Committee may appoint, remove or replace a Secretary, who in the normal course of events will be the Company Secretary.

The Secretary has the powers and duties specified in this Terms of Reference or determined by the Committee and must exercise his or her powers in accordance with any directions of the Committee.

4.5 Term

Each member of the Committee will be appointed for an initial term of one year, or shorter if circumstances dictate.

Periodic rotation of members' appointments is to be encouraged. However, no more than one member should leave the Committee pursuant to rotation in any one year.

5 COMMITTEE MEETINGS AND PROCESS

5.1 Meetings including those other than in Person

The Committee may in accordance with the Constitution conduct meetings without all Committee members being involved in the meeting in the physical presence of one another provided that all Committee members involved in the meeting are able to participate in the discussion.

The Chair of the Committee will:

- Convene each meeting and will determine the content of the agenda in liaison with the CEO and Company Secretary.
- Provide opportunities as needed for members to raise matters without the presence of officers.

The CEO will:

- Circulate the agenda to members at least four clear working days prior to each meeting.
- Bring to the attention of the Committee or the Chair any risks arising for the organisation or other matters that impact on the Committee's responsibilities.
- Arrange for the Secretary to prepare minutes of each meeting showing the matters considered and the outcomes of such considerations with a list of all outstanding actions, to be circulated within one week of the meeting being held.

5.2 Frequency of Meetings and Convening of Meetings

The Committee should meet often enough to undertake its role effectively, but not less than quarterly.

In addition, the Chair will call a meeting of the Committee if so requested by any member of the Committee, by the external auditors or internal auditors or by the Chair of the Board.

5.3 Quorum

A quorum is present at a Committee meeting if at least two members, one of whom must be a Board member entitled to vote on any resolution that may be moved at the meeting, are present.

5.4 Non-executive Director and Committee Member Remuneration

A Director may not be paid any remuneration for services as a Director. However, a Director is entitled to be reimbursed out of the funds of the Company for his or her reasonable travelling, accommodation and other expenses incurred when travelling to or from meetings of the Directors or a Committee or when otherwise engaged on the affairs of the Company.

5.5 Minutes

The Secretary must cause minutes of all Committee meetings to be recorded and retained.

Minutes of Committee meetings must be provided to the Board for noting at their next scheduled meeting.

5.6 Attendance at Meetings

Directors who are not members of the Committee are entitled to attend meetings of the Committee.

Other members of management and/or parties external to the company may be invited to attend any meeting of the Committee or part thereof but they may be asked to withdraw for all or any part of any meeting.

5.7 Reporting and Assessment

The Committee, through its Chair, reports to the Board of the company, at the earliest possible Board Meeting after each Committee meeting, any matters that in the opinion of the Committee should be brought to the attention of the Board, and any recommendations requiring Board approval and/or action. Minutes are to be kept of all Committee meetings and circulated to the Board.

6 AMENDMENTS TO THE TERMS OF REFERENCE

This Terms of Reference may be amended by the Board of Directors.

This Terms of Reference is dated February 2019.



PROGRAM POLICY & PRACTICE COMMITTEE

TERMS OF REFERENCE

MS PLUS

ABN 66 004 942 287

A Company Limited by Guarantee Incorporated under the
Corporations Act 2001 (Cth)

Registered office: 54 Railway Road,
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[Revised March 2020](#)

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1 PURPOSE OF THE TERMS OF REFERENCE

The Program Policy & Practice Committee Terms of Reference sets out the authority, membership, operations and responsibilities of the Program Policy & Practice ('the Committee') of MS Plus.

2 AUTHORITY

The Committee is appointed and authorised by the Board of Directors of the company to assist the Board in fulfilling its statutory and fiduciary responsibilities and have sight of the delivery of services to PwMS. As such, the Committee exercises the authority and power delegated to it and the power imposed by statute, regulation and/or regulatory authority obligations. The authority of the Committee is sourced from:

- the company's constitution
- the Risk, Audit and Finance Committee Terms of Reference.
- separate Board resolutions/approvals granted to it from time to time; and
- statute, regulation and/or regulatory authority obligations.

2.1 Delegation of Powers of Directors

The Committee is entitled to exercise any powers of the Directors, which the Directors have delegated to it in accordance with the Corporations Act and the Constitution.

The Committee must exercise any powers delegated by the Board in accordance with any directions of the Board as prescribed in the Constitution.

2.2 Independent Experts

The Committee is authorised to appoint and terminate the appointment of any independent experts, to enable it to carry out its responsibilities.

3 DUTIES AND RESPONSIBILITIES

3.1 Primary responsibilities

The Committee will provide to the MS Plus Board advice and guidance:

- a) On the safety and quality of MS Plus supports and services
- b) On the status of statutory quality standards certification and regulatory body registration
- c) On consumer and corporate governance systems and continuous improvement strategies
- d) On sector reform and how this informs and impacts MS Plus Service delivery model and platforms.
- e) In the development and review of MS Plus program, policy, and practice.
- f) Surrounding involvement in activities in social policy, advocacy and research development in pursuing MS Plus' role as focussing on PwMS and aligned to its strategic directions.
- g) On requests and proposals to strategically support key projects and/or partnerships with other organisations on joint projects.
- h) In relation to risk and risk mitigation strategies related to its quality management, programs, policy and practice goals in pursuit of the organisation's strategic directions.

In carrying out these responsibilities the Committee will additionally:

- a) Oversea and where appropriate, instigate reporting infrastructure developments to monitor and enhance the internal quality management system
- b) Encourage partnering with other organisations as appropriate and avoiding unnecessary duplication of the work of other organisations.
- c) Advise the Board on findings and/or recommendations or possible implications arising from individual policy and research projects.
- d) Advise the Board on changes and enhancements to MS Plus' service delivery model and platforms.

The Committee has the authority to recommend to the Board any investigation required to fulfil its responsibilities and where necessary to retain, at the company's expense, such consultants or experts as it considers necessary from time to time in the performance of its duties.

The Committee may form and delegate authority to sub-committees, comprised of one or more members of the Committee as it considers necessary or appropriate. Each sub-committee is subject to the terms of its delegated authority from the Board.

4 COMPOSITION OF THE COMMITTEE

4.1 Membership

The Committee must consist of a minimum of two directors. All members of the Committee shall be independent non-executives of the company. The Committee will consist of at least two Board members appointed annually by resolution and jointly by the Board, not including the Board Chair who shall be an ex officio member of the Committee.

The Board may appoint external members to the Committee but Board members must comprise a majority.

The committee may invite persons with relevant experience and expertise to its meetings or, as needs arise, engage specialised individuals as required to attend meetings or otherwise provide specialised advice, subject to budgetary provision where cost is involved.

The Chief Executive Officer and/or delegated officer(s) will attend each meeting of the Committee ex officio unless otherwise determined by the Committee.

The CEO will appoint a member of the Executive Management Team as Executive Officer to the Committee.

The Chair of the Committee must be a Board member appointed by the Board.

Every two years at least one Board member of the Committee should change.

4.2 Chair

The Chair of the Committee will be appointed annually by the Board.

Should the Chair be absent from a meeting and no acting Chair has been appointed, the members of the Committee present at the meeting have authority to choose one of their number to be Chair for that particular meeting.

4.3 Secretary

The Committee may appoint, remove or replace a Secretary, who in the normal course of events will be the Company Secretary.

The Secretary has the powers and duties specified in this Terms of Reference or determined by the Committee and must exercise his or her powers in accordance with any directions of the Committee.

4.4 Term

Each member of the Committee will be appointed for an initial term of one year, or shorter if circumstances dictate.

Periodic rotation of members' appointments is to be encouraged. However, no more than one member should leave the Committee pursuant to rotation in any one year.

5 COMMITTEE MEETINGS AND PROCESS

5.1 Meetings including those other than in Person

The Committee may in accordance with the Constitution conduct meetings without all Committee members being involved in the meeting in the physical presence of one another provided that all Committee members involved in the meeting are able to participate in the discussion.

The Chair of the Committee will:

- Convene each meeting and will determine the content of the agenda in liaison with the CEO and Company Secretary.
- Provide opportunities as needed for members to raise matters without the presence of officers.

The CEO will:

- Circulate the agenda to members at least four clear working days prior to each meeting.
- Bring to the attention of the Committee or the Chair any risks arising for the organisation or other matters that impact on the Committee's responsibilities.
- Arrange for the Secretary to prepare minutes of each meeting showing the matters considered and the outcomes of such considerations with a list of all outstanding actions, to be circulated within one week of the meeting being held.

5.2 Frequency of Meetings and Convening of Meetings

The Committee should meet often enough to undertake its role effectively, but not less than quarterly.

In addition, the Chair will call a meeting of the Committee if so requested by any member of the Committee, by the external auditors or internal auditors or by the Chair of the Board.

5.3 Quorum

A quorum is present at a Committee meeting if at least two members entitled to vote on any resolution that may be moved at the meeting, are present.

5.4 Non-executive Director and Committee Member Remuneration

A Director may not be paid any remuneration for services as a Director. However, a Director is entitled to be reimbursed out of the funds of the Company for his or her reasonable travelling, accommodation and other expenses incurred when travelling to or from meetings of the Directors or a Committee or when otherwise engaged on the affairs of the Company.

5.5 Minutes

The Secretary must cause minutes of all Committee meetings to be recorded and retained.

Minutes of Committee meetings must be provided to the Board for noting at their next scheduled meeting.

5.6 Attendance at Meetings

Directors who are not members of the Committee are entitled to attend meetings of the Committee.

Other members of management and/or parties external to the company may be invited to attend any meeting of the Committee or part thereof but they may be asked to withdraw for all or any part of any meeting.

5.7 Reporting and Assessment

The Committee, through its Chair, reports to the Board of the company, at the earliest possible Board Meeting after each Committee meeting, any matters that in the opinion of the Committee should be brought to the attention of the Board, and any recommendations requiring Board approval and/or action. Minutes are to be kept of all Committee meetings and circulated to the Board.

6 AMENDMENTS TO THE TERMS OF REFERENCE

This Terms of Reference may be amended by the Board of Directors.

This Terms of Reference is dated March 2020.



COMMUNITY ENGAGEMENT COMMITTEE

TERMS OF REFERENCE

MS PLUS

ABN 66 004 942 287

A Company Limited by Guarantee Incorporated under the
Corporations Act 2001 (Cth)

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[Revised February 2019](#)

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1 PURPOSE OF THE TERMS OF REFERENCE

The Community Engagement Committee Terms of Reference sets out the authority, membership, operations and responsibilities of the Community Engagement Committee ('the Committee') of MS Plus.

2 AUTHORITY

The Committee is appointed and authorised by the Board of Directors of the company to assist the Board in fulfilling its statutory and fiduciary responsibilities.

2.1 Delegation of Powers of Directors

The Committee is entitled to exercise any powers of the Directors, which the Directors have delegated to it in accordance with the Corporations Act, Australian Charities and Not-for-profits Commission and the Constitution.

The Committee must exercise any powers delegated by the Board in accordance with any directions of the Board as prescribed in the Constitution.

2.2 Independent Experts

The Committee is authorised to appoint and terminate the appointment of any independent experts, to enable it to carry out its responsibilities.

3 DUTIES AND RESPONSIBILITIES

3.1 Primary responsibilities

The Committee will provide a direct link between the MSACs and MS Plus ACT/SENSW Regional Advisory Board to the MS Plus Board acting as a:

- a) Key community advisory group comprising service users, community, consumers, carers and community based organisational representatives;
- b) "Critical friend" that brings the community voice to the MS Plus activities providing the MS Plus' community's perspective about their experiences and expectations of MS Plus programs and services;
- c) Support to MS Plus to ensure processes, decisions and solutions are person centred, locally relevant, and align to MS Plus' Mission and objects.

The Committee may form and delegate authority to sub-committees (Working Parties), comprised of one or more members of the Committee as it considers necessary or appropriate. Each Working Party shall have the power and authority of the Committee, subject to the terms of its delegated authority.

4 COMPOSITION OF THE COMMITTEE

4.1 Membership

The Committee will consist of at least two Board members appointed annually by the Board, not including the Board Chair who shall be an ex officio member of the Committee.

The Committee will include the Chair of TAS MSAC, Chair of NSW MSAC, Chair of Vic MSAC and the Chair of the MS Plus ACT/SENSW Regional Advisory Board.

The committee may invite persons with relevant experience and expertise to its meetings or, as needs arise, engage specialised individuals as required to attend meetings or otherwise provide specialised advice, subject to budgetary provision where cost is involved.

The Chief Executive Officer and/or delegated officer(s) will attend each meeting of the Committee ex officio unless otherwise determined by the Committee.

The CEO will appoint a member of the Executive Management Team as Executive Officer to the Committee.

The Chair of the Committee must be a Board member appointed by the Board. Every two years at least one Board member of the Committee should change.

4.2 Chair

The Chair of the Committee will be appointed annually by the Board.

Should the Chair be absent from a meeting and no acting Chair has been appointed, the members of the Committee present at the meeting have authority to choose one of their number to be Chair for that particular meeting.

4.3 Secretary

The Committee may appoint, remove or replace a Secretary, who in the normal course of events will be the Company Secretary.

The Secretary has the powers and duties specified in this Terms of Reference or determined by the Committee and must exercise his or her powers in accordance with any directions of the Committee.

4.4 Term

Each member of the Committee will be appointed for an initial term of two years, or shorter if circumstances dictate.

Periodic rotation of Board members' appointments is to be encouraged. However, no more than one Board member should leave the Committee pursuant to rotation in any one year.

5 COMMITTEE MEETINGS AND PROCESS

5.1 Meetings including those other than in Person

The Committee may in accordance with the Constitution conduct meetings without all Committee members being involved in the meeting in the physical presence of one another provided that all Committee members involved in the meeting are able to participate in the discussion.

The Chair of the Committee will:

- Convene each meeting and will determine the content of the agenda in liaison with the CEO and Company Secretary.
- Provide opportunities as needed for members to raise matters without the presence of officers.

The CEO will:

- Circulate the agenda to members at least four clear working days prior to each meeting.
- Bring to the attention of the Committee or the Chair any risks arising for the organisation or other matters that impact on the Committee's responsibilities.

- Arrange for the Executive Secretary to prepare minutes of each meeting showing the matters considered and the outcomes of such considerations with a list of all outstanding actions, to be circulated within one week of the meeting being held.

5.2 Frequency of Meetings and Convening of Meetings

The Committee should meet often enough to undertake its role effectively, but not less than quarterly.

In addition, the Chair will call a meeting of the Committee if so requested by any member of the Committee, by the external auditors or internal auditors or by the Chair of the Board.

5.3 Quorum

A quorum is present at a Committee meeting if at least two members entitled to vote on any resolution that may be moved at the meeting, are present.

5.4 Non-executive Director and Committee Member Remuneration

A Director may not be paid any remuneration for services as a Director. However, a Director is entitled to be reimbursed out of the funds of the Company for his or her reasonable travelling, accommodation and other expenses incurred when travelling to or from meetings of the Directors or a Committee or when otherwise engaged on the affairs of the Company.

5.5 Minutes

The Secretary must cause minutes of all Committee meetings to be recorded and retained.

Minutes of Committee meetings must be provided to the Board for noting and endorsement at their next scheduled meeting.

5.6 Attendance at Meetings

Directors who are not members of the Committee are entitled to attend meetings of the Committee.

Other members of management and/or parties external to the company may be invited to attend any meeting of the Committee or part thereof but they may be asked to withdraw for all or any part of any meeting.

5.7 Reporting and Assessment

The Committee, through its Chair, reports to the Board of the company, at the earliest possible Board Meeting after each Committee meeting, any matters that in the opinion of the Committee should be brought to the attention of the Board, and any recommendations requiring Board approval and/or action. Minutes are to be kept of all Committee meetings and circulated to the Board.

6 AMENDMENTS TO THE TERMS OF REFERENCE

This Terms of Reference may be amended by the Board of Directors.

This Terms of Reference is dated February 2019.

Appendix D Code of Ethics and Conduct for Officers of MS Plus

CODE OF ETHICS AND CONDUCT FOR OFFICERS OF MS PLUS

1. Principles of Conduct

Those who work with MS Plus must maintain standards of conduct and ethics consistent with MS Plus Objects and demonstrate the highest level of integrity and competence, treating everyone fairly, reasonably and equitably.

- *Responsibility and impartiality* – The Board should ensure compliance with objects values and with all relevant legislative, industrial and administrative requirements and act in an impartial manner.
- *Respect for people* – All are to be treated fairly and consistently, in a non-discriminatory manner with proper regard for their rights and obligations. Board members are expected to perform their duties in a professional and responsible manner and ensure that decisions and actions are reasonable, fair and appropriate to the circumstances, are based on a consideration of the relevant facts, and supported by adequate documentation.
- *Honesty integrity and public interest* – Board members always are to act honestly and in the public interest, rather than in their private interest.
- *Responsive service* - Board members should understand their role, the relationship to other organisations and their relationship with management. Board members should also understand who their stakeholders are.
- *Economy and efficiency* – The Board should look for ways to improve organisational performance and achieve high levels of service to our disadvantaged clients. The exercise of authority, use of resources and information should only be used for the work purposes intended.

2. Personal and Professional Behaviour

Board members should clearly understand their public duty and legal responsibilities and act properly, without exceeding the powers set out in their enabling legislation.

In addition, Board members must perform their functions with:

- integrity;
- impartiality;
- honesty;
- conscientiousness;
- care;
- skill;
- diligence; and
- commitment to Vincentian principles and the public interest.

3. Accountability

The Board's work must reflect a high standard of accountability, transparency and fairness. The Board must ensure the efficient and fully accountable expenditure of funds provided by donors, government and others. Transparency requires visibility of decision making, clarity of reasoning and communication, and ready availability of information about performance.

Board members should attend all meetings as far as possible and allow the necessary time to prepare for meetings. Decisions and the reasons for the decisions and processes of the Board must be documented and minutes of all official meetings prepared and retained as official records.

4. Use of Organisation Resources

Resources are only to be used for the approved purposes of MS Plus.

5. Use of Official Information

Board members must not disclose information or documents acquired as a consequence of membership of the Board other than with proper authority. Board members must also not make improper use of information acquired to, directly or indirectly; gain an advantage for themselves or for another person.

6. Gifts and Benefits

Board members should be wary of accepting gifts and benefits where they may feel obliged to act contrary to rules of integrity, impartiality and honesty. Gifts received to obtain a benefit or favour a form of corruption.

Board members must not accept gifts or benefits that place them under an actual or perceived financial or moral obligation. Accepting a gift or benefit is essentially a matter of judgement but a Board member will need to be satisfied that their position will not in any way be compromised or appear to be compromised by acceptance. Transparency and disclosure should be normal practice to ensure integrity.

7. Disclosure of Interests

Board members must disclose interests to the board (including positions and pecuniary interests) in corporations, partnerships and other businesses that may be relevant to the activities of the board.

8. Recognising and Managing Conflicts of Interest

Board members are appointed for their expertise and skill in particular areas. As a consequence, there may be the potential for conflicts of interest to arise between a member's duties to the board and his or her personal interests (or the duties or interests of others). Conflicts of interest must be avoided in accordance with the provisions of the Statement.

*"We can define a **conflict of interest** as a situation in which a person has a private or personal interest sufficient to appear to influence the objective exercise of his or her official duties."*

(*"Charitable Conflicts of Interest"*, *Journal of Business Ethics* 39:1-2, 67-74, August 2002, p.68)

Appendix E Tendering and Contract Management Guidelines

TENDERING AND CONTRACT MANAGEMENT GUIDELINES

Arrangements for the organisation to enter contractual relationships involve Officers acting on behalf of the organisation and must always be subject to the high standards of accountability required of the organisation in all matters.

It is important to avoid situations that may give rise to probity concerns, e.g., not getting the best possible deal, lack of transparency and accountability, allegations of favouritism, conflicts of interest, and opportunities for corruption. Probity concerns can be minimised by following a structured process that provides transparency in decision making.

1. Establish Need

Initially MS Plus officers should establish the need for the work required. Depending on the scope of the work (see below), a brief will need to be prepared by an appropriately qualified person and approved by the CEO. All proposed works should be consistent with approved MS Plus plans and budgets.

2. Prepare Brief

The brief might also be referred to as specifications, request for proposal and or an invitation to tender or terms of reference.

A brief is prepared to provide a consistent set of information to all potential bidders and the brief will need to:

- provide some background information;
- explain the purpose of the project;
- explicitly detail each of the tasks expected of the bidder;
- detail the timing of the tasks to be undertaken or completed;
- require regular progress reports to be provided;
- set out the payment schedule;
- specify that payment will be subject to satisfactorily meeting pre-determined performance measures/milestones;
- set out the criteria under which bids will be evaluated, and
- state the place to send the bid and due date.

Value for money is achieved through a fair and open process that allows innovations and new technologies to be introduced or encourages contractors to improve delivery. Therefore, the brief should clearly specify the intended outputs or outcomes but should not be overly prescriptive on how these outputs or outcomes are to be achieved since this will preclude the consideration of innovative solutions.

3. Invite Bids

At this stage, consideration needs to be given to whether to invite proposals from a small group (e.g. previous contractors) or open up proposals by advertising the proposal widely and inviting proposals from anyone.

Undertaking a competitive process does not necessarily require an open tender process to be undertaken. Depending on the value of the contract, a selective tendering process can be undertaken. As a rule, the greater the value of the contract, the more detailed the brief and a more open tendering process should be selected.

The following table provides guidance on the minimum number of bids to seek.

Estimated Cost of Consultant/Contract	Minimum Number of Proposals
Up to \$1,000 in value	Verbal quotes
Over \$1,000 to \$10,000 in value	At least one written quotation
Over \$10,000 to \$100,000 in value	Minimum of three written quotations
Over \$100,000 in value	An open tender

The minimum number of bids required may be reduced in rare cases, e.g. where a project is genuinely confidential and cannot be publicised or is genuinely urgent and cannot be deferred. It is important in all situations, for the circumstances and reasons for the decision to be recorded and available for review by internal and external auditors.

Sufficient time should be provided for potential bidders to prepare their quotes (usually between two and four weeks). The time allowed would vary according to the complexity of the task/project and generally the larger the dollar value of the contract the more time is provided to prepare a bid.

4. Receive Bids

Security and confidentiality of information supplied by consultants/contractors must be assured. Bids received should be marked to record the date/time of receipt and all bids should be opened together, shortly after the closing date for the receipt of bids. For added assurance of probity and confidentiality, it may be desirable to open bids in the presence of an independent observer.

5. Evaluation of proposals

All proposals should be evaluated against the criteria which were established in the brief and made known to bidders. Generally, the dollar value of the bid will not be the most important issue and non-price related factors such as no declared or perceived conflicts of interest, ability and resources (reliability) to undertake the task required, quality and previous experience in successfully undertaking similar tasks will be important factors to consider.

For proposals of \$100,000 or more, consideration should be given to establishing an evaluation committee comprising an independent person (e.g. someone outside MS Plus). The conduct of the evaluation and rationale for recommendations should be recorded appropriately for audit purposes. When dealing with large, complex or controversial proposals consideration should be given to the appointment of an internal auditor or probity auditor who can provide independent scrutiny and ensure integrity of the process.

6. Approve Selected Bid

Approval of the preferred tenderer should be undertaken by a person with the appropriate delegation.

7. Enter into Contract

A formal letter of engagement and contract should then be drawn up. The contract should specify the tasks, performance measures, timing and payment schedule that was set out in the brief or modified by negotiation.

8. Monitor and Evaluate

A process for monitoring and evaluating progress should be established and will generally involve the proponent providing regular reports to MS Plus.

Performance should be monitored according to the performance measures and milestones established in the brief stage. If staged payments are being provided, ideally these payments would be linked to the performance or achievement of predetermined milestones. The brief should also require regular progress reports to be provided which account for the funds expended and details of work in progress and actions completed.

At the completion of project MS Plus should utilise where appropriate/possible third-party verification to confirm the tasks have been completed to an adequate standard, e.g. an accounting firm can be engaged to review and report on compliance with the contractual obligations. Internal auditors can then be engaged to undertake some random checks on the performance of the contracts and the quality of the services provided by third parties.

A post-project evaluation should also be considered since it is not possible to develop a contract that is able to anticipate all eventualities (known as asymmetric information problem and goes to the heart of the principal-agent relationship of contract management). The post-project evaluation can identify how the tendering process could be improved, identify whether the project delivered the outcomes expected, and evaluate the performance of the successful tender.

9. Direct Negotiations

Direct negotiations refer to exclusive negotiations entered into by an organisation with a prospective provider or buyer without first using a competitive process.

As a general rule direct negotiation should be avoided. This is because there are very few circumstances in which it can be assured they result in the best value being obtained for the public.

The closed nature of direct negotiations also makes them the subject of accusations of improper behaviour and can increase the opportunity for bribes to be offered and favours given. The market should be tested to ensure the best possible value is obtained, unless clear and unambiguous circumstances indicate that direct negotiations are appropriate.

Direct negotiations include negotiations to extend an existing contract for a period significantly longer than originally envisaged, or to include substantially different goods or services. This does not include legitimate or anticipated variations to a contract which fall within the general scope of work or service originally contemplated. It also does not include negotiations conducted with a preferred tenderer in a properly run tender process.

10. Possible Conflicts of Interest

*"We can define a **conflict of interest** as a situation in which a person has a private or personal interest sufficient to appear to influence the objective exercise of his or her official duties."*²

Conflicts of interest can arise in several ways, for example, when those responsible for assessing proposals or undertaking negotiations have a personal interest in the success of a particular proponent. If the brief is too narrow, this may create the impression of favouring a particular proponent by excluding or reducing the competition. The perception of a conflict of interest can give rise to complaints, loss of public confidence and delays in the projects. It is therefore important to have policies in place to identify and deal with conflicts of interest or perceived conflicts of interest.

² "Charitable Conflicts of Interest", *Journal of Business Ethics* 39:1-2, 67-74, August 2002. (p.68)