



# Hepatitis B Free

## Governance Policy

Version 1, dated 26 February 2024

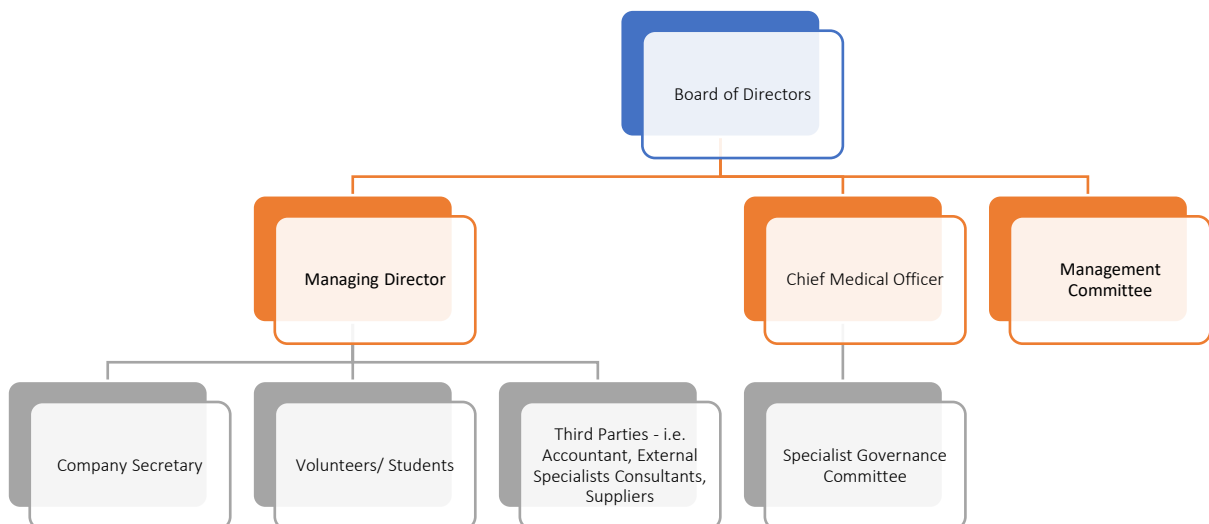
### This policy:

Hepatitis B Free (HBF) governance has a dual focus: achieving the organisation's mission and ensuring that the organisation is viable.

As a small community organisation, most HBF members are volunteers, undertaking multiple roles in both organisational lead and implementation portfolios.

With expansion of the programs with associated reliance on donors and public funding, HBF recognises the need for robust accountability and reporting systems, hence the development of the governance policy. Governance is about leadership. Effective governance ensures HBF remains viable and thrives, improving its performance (both in its mission and financially), making sure its assets are protected, ensuring appropriate use of its funds, and that its primary purpose and values underpin its operations and administration.

Within HBF, governance activities will be performed by the Board of Directors. Day to day operations will be managed by the Managing Director and their team.



To ensure effective management, HBF strives to achieve a **Board of Directors** with:

- an effective Chairperson,
- committees for specialist tasks,
- well-managed meetings with documented minutes,
- dynamics that allow free expression of different perspectives, supported by a strong vision for the organisation and precise protocols to ensure all views are considered,
- external specialist consultants when issues occur outside of the expertise of staff and Board members, and
- good self-evaluation.

**HBF management** is several committee members (usually 2 or more) discussing upcoming events or issues to ensure the smooth running of an event or possible resolution of an issue. If the issue is of a nature where dissemination to the Board is needed, it is relayed and minuted at the next board meeting.

**Stakeholders** are people inside and outside HBF who are interested in the organisation and may include board members, employees, contractors, private donors, government funders/regulators, beneficiaries of HBF activities, communities/governments/agencies where HBF provides services, patient advocacy groups and the general public.

**Risk** is defined as a potential incident or opportunity that could expose HBF and/or its stakeholders to harm or loss that could possibly result in legal action/litigation, financial loss, missed opportunities or loss of reputation.

#### **Differences between responsibilities of the Board of Directors and HBF Management:**

At HBF it can be challenging to separate strategic governance issues from day-to-day management because there might be too few staff or members, so individuals must perform multiple roles.

In basic terms, the Board of Directors led by the Chairperson is responsible for defining the vision and strategic purpose of HBF and approving projects to ensure alignment with said strategy. The Management of HBF, led by the Managing Director with the support and endorsement of HBF staff/volunteers/students, is responsible for implementing that vision and strategy and managing the day-to-day operations of HBF.

The role of the Board of Directors has four main aspects:

- Looking forward – setting future goals and strategy.
- Looking back - being accountable for the organisation's performance.
- Looking out - acting on behalf of the board's stakeholders.
- Looking in - being a good employer.

The core roles of the Board of Directors include:

- **guardian of group values** - ensuring the organisation's members are aware of HBF's values, mission and priorities, and universal adherence to these principles,
- **facilitator** - fostering relationships with key stakeholders,
- **political advocate** - keeping in touch with local and central bodies, including politicians and patient advocacy groups,

- **buffer** - monitoring and responding to any potential differences of opinion or causes of conflict.

#### **Line of Communications between Board of Directors and Managing Director:**

The Board of Directors will appoint the Managing Director, who will be accountable to the Board. The Managing Director has authority to manage all operational matters, employ all other staff and be responsible for the work of the staff, both paid or unpaid volunteers.

An effective and productive Board/Managing Director relationship is built on:

- mutual respect for their separate but interdependent roles and responsibilities,
- a clear definition of the results to be achieved,
- clearly defined and documented delegation and authority,
- mutual agreement with regards to roles and responsibility and permitted capacity for decision making by the Managing Director,
- a fair, ethical and transparent process for evaluating the Managing Director's performance,
- open and regular communication,

This will be based on the ability to engage in robust debate and a mutual willingness to challenge and to offer and receive constructive criticism. The Managing Director will report to the Board of Directors regularly, at a frequency as determined by the Board. Information provided to the Board will include, but is not limited to, project progress, issues, risks, successes, failures, lessons learned, financial status, and operational statistics.

#### **Core functions:**

The core functions of HBF Board of Directors are:

- In partnership with the Managing Director, setting and monitoring HBF mission, purpose, direction, priorities and strategies within the boundaries of its constitution and legal obligations.
- Regularly monitoring the organisation's environment to ensure that its purpose and vision remain relevant and achievable.
- Specifying key outcomes and ensuring adequate resources, workforce and finances to achieve these.
- Monitoring HBF's programmes progress and achievements.
- Actively engaging with key stakeholders in setting and monitoring HBF's mission, maintaining positive relationships and developing policies that support this.
- Appointing and supporting the Managing Director, evaluating their performance, continuing, rewarding or replacing the incumbent as deemed best for HBF.
- Being accountable to HBF's funders and donors.
- Engage and assess risk management.
- Ensure that the Board complies with all legal requirements and with HBF policies.
- Oversee decisions and finances.
- Provide annual reporting to stakeholders.
- Establish and monitor governance performance.
- Maintain a Board succession plan.
- NB: At the time of this version, the role of Managing Director is filled by Alice Lee. This position will be reviewed on an annual basis taking into consideration potential expansion of HBF. When required, with the support and consultation with the Board, a review of this role

and personnel change will be undertaken in line with the governance policies, adhering to the Australian employment requirements.

#### **HBF Mission and Vision:**

HBF's **MISSION** is to educate, improve access to care, provide hope and advocate for people and communities affected by hepatitis.

HBF's **VISION** is a world free of hepatitis.

#### **Stakeholder relations and communication:**

Communication with all stakeholders is essential. HBF will provide a clear and accurate view of vision implementation, performance and assurance that the Board of Directors is operating in the organisation's best interest and meeting its legal obligations. As a minimum, the Board of Directors will allow time at the AGM for all stakeholders to ask questions. Our web page provides a platform for regular updates on the program's activities, resources as well as annual reports made available to the public in a timely manner. HBF will ensure that timely meetings (either in country or on line), will be made available to stakeholders as required/requested.

Stakeholders are people inside and outside HBF who are interested in the organisation, e.g. customers, employees, board members, volunteers and the public. Wherever possible, HBF will consult with stakeholders to ensure expectations and requirements are identified and implemented if possible and in accordance with local laws and customs in the operational areas.

HBF Annual Reports will be published, available on our web page and also shared with stakeholders.

HBF Board of Directors will be accountable to stakeholders for all operations. Communication with stakeholders will occur via some or all of the following, at the discretion of the Board of Directors:

- the annual general meeting (AGM) and associated minutes,
- the annual report,
- grant/donor reports as per donation agreements, and
- timely meetings or consultations as outline above.

#### **Recruiting and evaluating the Managing Director:**

The Board of Directors is responsible for appointing the Managing Director and monitoring their performance against agreed targets and key performance indicators (KPIs).

The key attributes of the HBF Managing Director are:

- proven experience in leading a not-for-profit organisation,
- be an effective leader,
- have experience in working with disadvantaged and potentially remote and resource limited communities,
- have strong communication skills,
- exhibit respect and understanding for different cultural traditions and values,
- have strong understanding of hepatitis and where possible be an expert in this field or have access to experts for timely advise.

The Board of Directors will undertake an annual review of the Managing Director's performance. This will involve but not limited to feedback from all Directors, as well as external partners including stakeholders and donors as required.

Performance will be measured against the KPIs, as determined by the Board and agreed upon by the Managing Director.

#### **Chief Medical Officer:**

The Chief Medical Officer will be a person with recognised medical qualifications and appointed by the Board of Directors to ensure programs and projects are conducted ethically and aligned with best available medical practice. The Chief Medical Officer will report to the Board of Directors and be responsible for meeting KPIs established and agreed with the Board.

#### **Specialised Governance Committees:**

The Board may decide to establish specialised governance committees responsible for specific activities, e.g., Risk Management Committees. These governance committees will report to the Board at a frequency determined at the time of their establishment. The Board will provide the committees with a clear remit and expectations for deliverables.

#### **Risk management:**

HBF Board of Directors is responsible for identifying any obstacles, events or changes that might prevent HBF from reaching its goals, and ensuring strategies are in place to minimise or eliminate any negative impacts. All risk management will begin by evaluating:

1. What might go wrong?
2. What can be done to prevent it?
3. What needs to be done if it happens?

HBF will maintain a Risk Management Policy and a Risk Management Register that will address mitigation and management of foreseeable risks that may occur as part of its operations.

#### **Policy development:**

Policies are the guiding principles by which HBF operates. The Board of Directors is responsible for developing its governance and operating policies, ensuring compliance with those policies, and reviewing them regularly to ensure compliance with organisational mission and goals.

While policies provide overarching guidelines, standard procedures detail specifically how those policies will be implemented by employees/volunteers. This includes agreeing and signing the Code of Conduct document. A copy of which will be recorded by the Secretary.

The constitution or rules of an organisation form the basis upon which the policies and procedures are written. HBF constitution needs to be interpreted and made operational.

HBF will maintain the following policies:

- **Governance**
- **Risk Management**
- **Disability Inclusion**
- **Financial Management**

- **Inappropriate Workplace Behaviour**
- **Code of Conduct for Staff/Volunteers/Suppliers**
- **Advocacy and representation** e.g. communications, relationships and applicable Guidelines in the Nation Advocacy Organisation (ANTAR) policies.
- **Human resources** e.g. volunteer, recruitment/induction, Equal Employment Opportunities and occupational safety and health policies
- **Operations and administration** e.g. information management, record keeping, grants and sponsorship, internet usage and vehicle policies.

Policies will be reviewed at least every 2 years and revised as necessary. Should operating conditions change within that period, amendments will be made in a timely manner as needed.

**Policy authorised by:**

Document Owner: Alice Lee, Managing Director, Sue Huntley, Director

Approval Date: 6 May 2024

Review Due: 6 May 2026