



Board Charter

**Healthy Heads In Trucks & Sheds Foundation Limited
ACN 639 777 905**

C/O COLIN BIGGERS & PAISLEY
LEVEL 42
2 PARK STREET
SYDNEY NSW 2000

GPO BOX 214
SYDNEY NSW 2001

Contents

1.	Purpose	2
2.	Nature of HHTS	2
3.	Responsibilities	2
4.	Role	4
5.	Committees	5
6.	Composition	5
7.	Eligibility	5
8.	Appointment and Removal	5
9.	Retirement	5
10.	Vacation of Office	5
11.	Remuneration.....	6
12.	Board Proceedings	6
13.	Conflict of Interests	7
14.	Chairman	7
15.	Circulating Resolutions	7
16.	CEO	8
17.	Secretary	8
18.	Patron	9

Board Charter

1. Purpose

The purpose of this Board Charter is to set out the role, responsibilities and governance framework for the operation of the Board of Healthy Heads in Trucks & Sheds Foundation Limited ACN 639 777 905 (**HHTS**).

The Board Charter is intended to supplement and be read with the HHTS Constitution, which will prevail to the extent of any inconsistency.

2. Nature of HHTS

(a) HHTS is:

- (i) a company limited by guarantee; and
- (ii) a Health Promotion Charity registered with the Australian Charities and Not-for-profits Commission,

whose principal object is to promote the prevention and control of mental health disorders in truck drivers, distribution centre and warehouse staff and other logistics industry participants as well as to support healthier options around diet, exercise and individual wellbeing (**Principal Object**).

(b) HHTS aspires to be the overarching umbrella body for the logistics industry for mental health through facilitating and coordinating the creation of a single national mental health plan for its constituents.

3. Responsibilities

(a) As the governing body of HHTS, the HHTS Board is responsible for the management and control of the affairs of HHTS in pursuit of its Principal Object, including in respect of the following activities undertaken by HHTS:

- (i) Increasing awareness in the logistics industry and the general public of the issues surrounding mental health in the industry;
- (ii) Increasing the number of people trained in mental health at transport facilities;
- (iii) Standardising of policies and regulation at transport facilities;
- (iv) Researching and reporting on behalf of industry to deliver the latest information and trends including a potential mental health baseline for the logistics industry;
- (v) Innovating such as delivery of specific technology-based mental health and wellbeing support tools for the logistics industry;
- (vi) Helping individuals be healthier from a diet and mental health perspective through encouraging improved healthy living choices such as better nutrition and increased exercise, as well as including factors such as greater access to further education;
- (vii) Leveraging the learnings of the network of HHTS;
- (viii) Increasing mental health literacy and leadership capability across the logistics industry by providing appropriate language and confidence to talk about mental health articulately and with impact;

Board Charter

- (ix) Engaging proactively with the media to encourage a better understanding and positive reporting of mental health issues in the logistics industry in Australia;
 - (x) Creating a culture of openness - supporting people, especially senior business leaders with experience of mental health problems, to tell their stories and inspire others to speak out about their experiences;
 - (xi) Enabling practical steps to be taken by employers – based on data and empirical evidence;
 - (xii) Providing logistics industry employers and their customers with best practice in dealing with mental health issues (for example, Employee Assistance Programs, how to connect with our health system, mental health as part of an overarching wellness strategy for the national logistics sector);
 - (xiii) Developing and sharing credible practices to help logistic industry businesses create mentally healthy workplaces; and
 - (xiv) Driving improvements in how the logistics industry responds and adapts to creating mentally healthy workplaces by providing evidence-based recommendations.
- (b) The HHTS Board is accountable to the members and stakeholders of HHTS for the performance of HHTS, and must provide leadership and guidance to HHTS by:
- (i) establishing a clear set of governance roles and responsibilities;
 - (ii) providing leadership on strategy development and approving overall strategy;
 - (iii) approving the key objectives of HHTS and reviewing them as required;
 - (iv) supervising the preparation and implementation of major plans and initiatives by the HHTS Secretariat;
 - (v) overseeing the operation of HHTS and its compliance with its status as a registered not-forprofit charity;
 - (vi) monitoring the financial performance, including performance against the annual budget and strategic plan of HHTS;
 - (vii) acting as an interface and key point of accountability between the members and HHTS;
 - (viii) reviewing the performance, employment terms and conditions and remuneration of the CEO and staff of the HHTS Secretariat;
 - (ix) reviewing and monitoring the risk management and internal control framework;
 - (x) appointing and removing the Company Secretary;
 - (xi) establishing appropriate delegations and expenditure approvals to Board Committees including the Board Management Committee and the CEO; and

Board Charter

- (xii) reviewing and approving, where appropriate, any reporting to members and government.

4. Role

- (a) The role of the HHTS Board is to:
 - (i) ensure HHTS develops and implements strategies and supporting policies to enable it to fulfill the objectives set out in its constitution for overall organisational performance; and
 - (ii) ensure the organisation develops and implements systems, processes and procedures to enable it to comply with its legal, regulatory and industry obligations (complying with the law and adhering to accounting and other industry standards) and ensure the organisation's assets and operations are not exposed to undue risks through appropriate risk management.
- (b) The HHTS Board may make policies as it may deem appropriate for the proper conduct, control and management of HHTS and, in particular, with respect to:
 - (i) the management and good governance of the affairs of HHTS;
 - (ii) the conduct of employees of HHTS;
 - (iii) the setting apart of any part or parts of the premises or properties of HHTS for particular purposes;
 - (iv) the procedure at meetings of HHTS and its committees;
 - (v) the formation of any committee including the composition, terms of reference and other relevant matters of such committees;
 - (vi) generally, all such matters as are commonly the subject matter of policies for the proper conduct of companies similar to HHTS; and
 - (vii) the capacity to establish and administer HHTS.
- (c) Each director of HHTS has an individual responsibility to:
 - (i) ensure that the HHTS Board is undertaking its role efficiently and effectively;
 - (ii) assist with building and maintaining the public profile and reputation of HHTS;
 - (iii) advocate for the objective of HHTS to deliver a single national mental health plan for the national road transport and logistics industries;
 - (iv) actively network and engage with HHTS stakeholders; and
 - (v) work to support the ongoing funding of HHTS by the industry and government.
- (d) All directors of HHTS are entitled to be heard at all meetings and, to the full extent practicable, should bring an objective judgement to bear in any decision-making.

Board Charter

5. Committees

- (a) The Board Management Committee is responsible for:
 - (i) maintaining the Principal Object of HHTS;
 - (ii) maintaining oversight of initiatives directed by the CEO; and
 - (iii) keeping the HHTS Board informed of any issues relevant to HHTS.
- (b) The HHTS Board may appoint such other committees as it deems appropriate.

6. Composition

- (a) The HHTS Board consists of all of the directors of HHTS currently in office.
- (b) At any one time, there must be no less than 5 and no more than 12 directors of HHTS.

7. Eligibility

To be eligible to serve on the HHTS Board, a person must be:

- (a) a natural person over the age of 18 years; and
- (b) nominated for office by at least 1 member of HHTS who, at the time of nomination, is a member of HHTS entitled to vote at general meetings and who is not in arrears of any amounts due and payable to HHTS.

8. Appointment and Removal

The members of HHTS may, at any time, by resolution passed in a general meeting:

- (a) appoint an eligible person as a director of HHTS; or
- (b) remove any current director of HHTS from office.

9. Retirement

- (a) At the three annual general meetings after the second annual general meeting of HHTS, one third (or if the total number of directors of HHTS is not a multiple of three, then the number nearest to but not exceeding one third) of the directors of HHTS must resign, but may offer themselves for re-election. Directors of HHTS may volunteer to resign, but if insufficient volunteers, then the remainder must be determined by lot.
- (b) Commencing at the sixth annual general meeting of HHTS, one third (or if the total number of directors of HHTS is not a multiple of three, then the number nearest to but not exceeding one third) of the Directors must resign, but may offer themselves for re-election. The directors of HHTS to retire by rotation at an annual general meeting are those directors who have been longest in office since their last appointment. Directors appointed on the same day may agree among themselves or determine by lot which of them will retire.

10. Vacation of Office

The office of a director of HHTS or Chairman becomes vacant if the director or Chairman:

- (a) dies;

Board Charter

- (b) becomes bankrupt or insolvent;
- (c) resigns their office by notice in writing given to the secretary of HHTS;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health; or
- (e) fails to attend 3 consecutive HHTS Board meetings without prior notice of absence having been approved by the HHTS Board.

11. Remuneration

- (a) No director of HHTS is entitled to be paid a fee for his or her services as a director.
- (b) A director of HHTS may be engaged by HHTS in any other capacity (other than director or auditor) and remunerated on terms agreed by the HHTS Board from time to time.
- (c) The HHTS Board may decide to pay for travelling and other expenses properly incurred by a director of HHTS in connection with the affairs of HHTS including attending general, Board or committee meetings of HHTS.

12. Board Proceedings

- (a) The HHTS Board must meet at least 3 times each calendar year.
- (b) Meetings of the HHTS Board may be convened by the Chairman or on request to the Chairman by any 2 directors of HHTS.
- (c) 4 directors of HHTS (personally present or participating by telephonic or electronic media) constitute a quorum for the business of a meeting of the HHTS Board.
- (d) No business shall be transacted at a HHTS Board meeting unless a quorum is present and if, within thirty (30) minutes of the time appointed for the meeting a quorum is not present, the meeting shall be dissolved.
- (e) Questions arising at a meeting of the HHTS Board or of any working group appointed by the HHTS Board is determined on a show of hands or, if demanded by a director of HHTS, by a poll taken in such a manner as the person presiding at the meeting may determine.
- (f) Each director of HHTS present at a meeting of the HHTS Board (including the person presiding at the meeting) is entitled to 1 vote and, in the event of an equality of votes on any question, the Chairman shall have a second or casting vote.
- (g) Written notice of each meeting of the HHTS Board must be served on each director of HHTS at least 7 business days before the meeting by:
 - (i) delivering it to them personally; or
 - (ii) sending it by facsimile or electronic transmission to a number or email address nominated by the director.
- (h) If it is afterwards discovered that there was some defect in the election or appointment of a person to be an officer or a director by the HHTS Board, or to act in that capacity, or that a person so elected or appointed was disqualified, all

Board Charter

acts done by that person are valid as if the person had been duly elected or appointed and was qualified to act in that capacity.

- (i) A meeting of the HHTS Board may be called or held using any technology that provides contemporaneous linking together by an instantaneous communication device.

13. Conflict of Interests

- (a) The directors of HHTS are required to act in the interests of HHTS as a whole when deciding issues.
- (b) If a director of HHTS has a material personal interest in a matter that relates to the affairs of HHTS, that director must:
 - (i) declare the nature and the extent of the interest to the HHTS Board;
 - (ii) not be present at the HHTS Board meeting while the matter is being considered by the HHTS Board; and
 - (iii) not vote on the matter.

14. Chairman

- (a) The HHTS Board may elect one of the directors of HHTS to the office of chairman of the HHTS Board (**Chairman**) and may remove the Chairman at any time.
- (b) The inaugural Chairman will serve for an initial period of 2 years.
- (c) Where:
 - (i) there is no Chairman;
 - (ii) the Chairman is not present within 15 minutes after the time appointed for the holding of a meeting of HHTS Board; or
 - (iii) the Chairman is present within that time but is not willing to chair all or part of that meeting,the Directors present must elect one of themselves to chair all or part of the meeting of the HHTS Board.
- (d) The Chairman is responsible for:
 - (i) leadership of the HHTS Board;
 - (ii) the efficient organisation and conduct of the HHTS Board;
 - (iii) facilitating the effective contribution by all directors of HHTS during meetings of the HHTS Board; and
 - (iv) promoting constructive and respectful relations between the directors of HHTS, the CEO and the Board Management Committee.

15. Circulating Resolutions

- (a) A matter to be decided by the HHTS Board may be resolved by circulating resolution if signed by a majority of the directors of HHTS who, for the time being, are entitled to receive notice of a meeting of the HHTS Board.

Board Charter

- (b) Any circulating resolution of the HHTS may consist of several documents in like form, each signed by 1 or more directors of HHTS. Electronic copies of scanned originals of signed copies will be sufficient evidence of a signed assent by directors of HHTS.

16. CEO

- (a) The CEO of HHTS is appointed by the HHTS Board.
- (b) The CEO of HHTS is responsible for:
 - (i) working with the HHTS Board to build an appropriate organisational culture and values;
 - (ii) appointing the Secretariat staff of HHTS in consultation with the HHTS Board;
 - (iii) developing the overarching strategy of HHTS for review and approval by the HHTS Board;
 - (iv) implementing the HHTS Board approved strategy; and
 - (v) keeping the HHTS Board appropriately informed of the operations and performance of HHTS, including but not limited to:
 - (A) operations, finance and governance;
 - (B) stakeholder management;
 - (C) policy and advocacy;
 - (D) training and events;
 - (E) innovation;
 - (F) brand and communication; and
 - (G) people and culture.

17. Secretary

- (a) The secretary of HHTS is appointed by the HHTS Board.
- (b) The secretary of HHTS is responsible for:
 - (i) arranging to keep minutes of the resolutions and proceedings of each general meeting and each HHTS Board meeting in books provided for that purpose, together with a record of the names of persons present at meetings;
 - (ii) arranging to retain copies of all HHTS Board papers and, if in electronic form, to be kept backed up on separate mediums on separate systems;
 - (iii) preparing and filing on behalf of the HHTS Board all company returns required by the *Corporations Act 2001* (Cth), the *Charities Act 2013* (Cth), the *Australian Not-for-profits Commission Act 2012* (Cth) and related legislation.

Board Charter

18. Patron

- (a) The HHTS Board may approve the appointment of a patron of HHTS.
- (b) The role of the HHTS patron is to:
 - (i) lend their name to HHTS as an expression of support for the mission and objectives of HHTS, and in so doing, enhance the credibility of HHTS and generally bestow an aura of goodwill on HHTS including augmenting its status across industry, government and the community;
 - (ii) contribute to the HHTS Board and HHTS Secretariat by the sharing of insights, experiences and other enriching leadership perspectives;
 - (iii) lend support to the HHTS Board in awareness raising and fundraising activities, including attending and speaking at HHTS functions and events as the guest of honour; and
 - (iv) leverage their networks to encourage other renowned leaders to contribute their support and time to HHTS.