



ACPSEM

Australasian College of Physical Scientists & Engineers in Medicine

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BOARD CHARTER

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1. INTRODUCTION

Governance is concerned with the systems and processes that ensure the overall direction, effectiveness, supervision and accountability of an organisation.

Board members take responsibility for the governance of their organisations. However, governance is not a role solely for Boards and directors. Governance is also concerned with the way Boards work with staff, members, volunteers, service users and other stakeholders to ensure the organisation is effectively and properly run and meets the needs for which the organisation was set up.

2. PURPOSE

The Board Charter is intended to clarify the content of the ACPSEM's constitution by making explicit the underlying principles of governance approved by the organisation.

This Charter ensures that office-bearers and directors of the Board know their respective duties and obligations.

This Charter is available to all members to ensure transparency and accountability to the members.

3. POLICY

3.1 Foundations

The Board of the Australasian College of Physical Scientists and Engineers in Medicine (ACPSEM) is an elective, representative, and collective body.

- It is **elective**, in that the determination of the majority of Board members is the prerogative of members through the election process.
- It is **representative**, in that no member can be mandated by their constituency to adopt a particular position if they do not believe it to be in the best interests of the organisation. Whatever the constituency of any member, all members are committed to acting selflessly and making decisions and voting on governance decisions solely in the best interests of the organisation.
- It is **collective**, in that while each member should put the point of view of their constituency, and each member has the right to argue for their own point of view and to vote for that position, once a collective decision has been taken Board members are required to support that decision.

ACPSEM is committed to the highest standards of integrity, fairness and ethical conduct, including full compliance with all relevant legal requirements, and in turn requires that all its Board members, officers (including its Chief Executive Officer), managers, employees, volunteers and contractors acting on its behalf meet those same standards of integrity, fairness and ethical behaviour, including compliance with all legal requirements.

There is no circumstance under which it is acceptable for ACPSEM or any of its employees or contractors to knowingly and deliberately not comply with the law or to act unethically in the course of performing or advancing ACPSEM's business.

3.2 The Role of the Board

The function of the ACPSEM Board is to collectively uphold the organisation's values, ensure the delivery of its objects, and set its strategic direction. The Board should collectively be responsible and accountable for ensuring and monitoring that the organisation is performing well, is solvent, and is complying with all its legal, financial, and ethical obligations.



The Board is responsible for:

- Compliance monitoring – ensuring compliance with the values, constitution, objects and purposes of the organisation
- Organisational governance – setting or approving policies, plans and budgets to achieve those objectives, and monitoring performance against them
- Strategy – setting, reviewing and approving strategic direction and purpose
- Regulatory monitoring – ensuring that the organisation complies with all relevant laws, regulations and regulatory requirements
- Financial systems and monitoring – approving and reviewing the organisation’s budget, and ensuring adequate monitoring of management and financial performance to ensure the solvency, financial strength and good performance of the organisation
- Financial reporting – considering and approving annual financial statements and required reports to government
- Organisational structure – setting and maintaining a framework of delegation and internal control
- Leadership selection – selecting, evaluating the performance of, rewarding and, if necessary, dismissing the organisation’s Chief Executive Officer (CEO)
- Succession and remuneration planning – planning for Board, CEO and executive succession, and determining -CEO remuneration
- Risk management – reviewing and monitoring the effectiveness of high-level risk management and compliance in the organisation; agreeing or ratifying policies and decisions on matters which might create significant risk to the organisation, financial or otherwise
- Social responsibility – considering the social and ethical impact of ACPSEM policies and positions and ensuring that these are acceptable
- Board performance and composition – evaluating and improving the performance of the Board
- Board Committees – ensuring that appropriate committees are established to provide effective review, accountability and reporting mechanisms and to ensure the efficient conduct of work to be undertaken by the Board

3.3 Responsibilities of Office-Bearers and Individual Directors

Directors and Office-bearers shall have the duties, obligations and delegations set out in the Position Statements in Clause 4-7 of this Charter.

3.4 Relationship with management

The Board should focus on the strategic direction and the core policies of the organisation, and avoid becoming involved in day-to-day operational decisions. Where individual Board members do need to become involved in operational matters, they should separate their strategic role (where they operate independently of any direction) from their operational role (where they act at the direction of management).



The non-employee directors may meet privately in executive sessions to review the performance and remuneration of the CEO. The non-employee directors may also meet in executive session to consider such matters as they deem appropriate without management being present.

3.5 The Board's role in professional matters

In matters relating to professional standards, positions, recommendations and policies, the Board will consult with, seek the recommendations of and consider the views of the ACPSEM Professional Standards Board, the ACPSEM Advisory Forum, and established Panels and Specialty Groups relating to professions represented by ACPSEM, wherever appropriate and possible.

The Board will retain the right of final approval of core policies of the ACPSEM for matters related to professional standards, positions, recommendations and policies and shall ensure the membership is fully informed of such decisions.

The Board may delegate responsibilities in accordance with the ACPSEM Delegations Policy, the PSB Policy and the Grievance and Appeals Handling Policy.

3.6 Matters reserved to Members

Matters reserved to the members of ACPSEM include:

- the alteration to the Constitution
- the appointment or removal of auditors for ACPSEM.

These matters require members' approval by special resolution where at least 75% of all votes casted vote for the resolution.

3.7 The Role of Management

The following responsibilities may be delegated by the Board to management:

- a) Day to day management of the ACPSEM in accordance with the strategy approved by the Board, including the following areas:
 - i. Financial and capital management and reporting
 - ii. Operations
 - iii. Information technology
 - iv. Marketing
 - v. Customer service
 - vi. Admission of members as authorised in the Bylaw
 - vii. Developing relationships with stakeholders, media, and other industry participants
 - viii. Human resources
- b) Reporting to the Board on the performance of the ACPSEM
- c) Consulting with the Board regarding appointment and where appropriate, the removal of the Company Secretary
- d) Consulting with the Board regarding other organisational changes and senior executive remuneration policies and practices
- e) Such other duties as are from time-to-time delegated by the Board.

The Board will, on a regular basis, undertake a review of its responsibilities and the responsibilities of management to ensure that they remain appropriate for the business conducted by the ACPSEM.



3.8 The Role of the Chief Executive Officer

The Chief Executive Officer (CEO) is appointed by the ACPSEM Board and holds office until he/she is removed by the Board or they resign or retire.

The CEO is responsible for the performance and operations of the Company and its achievements in relation to the Company's strategy and goals.

It is intended that the CEO can take all decisions and actions which further the strategic objects of the ACPSEM, and which in his or her judgement are reasonable having regard to the matters reserved by the Board, and the potential effect on the reputation of the ACPSEM.

The CEO will report systematically in a spirit of openness and trust of the progress being made toward achievement of the strategic objectives of the ACPSEM as determined by the Board.

The key responsibilities of the CEO are set out in Clause 8 of this Charter.

3.9 Board Composition and Structure

The Board is responsible for the following:

- a) determining the number of the directors subject to the Constitution
- b) terms and conditions of directors' appointments
- c) appointment of Office Bearers
- d) filling casual vacancies on the Board and managing the succession of Board Members.

The Company Constitution provides:

- a) for the number of directors to be between four to nine;
- b) that the Board will comprise:
 - i. Up to 8 elected directors, who must be an Ordinary, Fellow or Life Member of the ACPSEM, for up to five terms of two years. Where nominees allow, there will be at least 1 director from each of the branches.
 - ii. Up to 1 appointed director for a maximum term of two years and a maximum of five terms.
- c) A President, a Vice President and a Treasurer be appointed by the Board from among its directors for a term of one year.

When considering appointing a director, the Board will take into account a candidate's capacity to enhance the mix of skills and experience of the Board. The Board may recommend certain skill sets, experience or matters of diversity which will assist the Board with its responsibilities.

3.10 Board Meetings

- a) The Board will meet as often as the directors consider necessary to fulfil their duties and responsibilities and to meet the demands of the business. In normal circumstances the Board is expected to meet at least 6 times in a year.
- b) A Board meeting may be held by the Board communicating by any technological means consented to by all the Directors. The consent may be a standing one and the Board need not all be physically present in the same



place for a Board meeting to be held.

- c) From time to time the directors may meet without management present.
- d) A meeting can be convened by the President, or any two or more directors. Each director is entitled to receive notice of a meeting of directors, preferably not less than 48 hours prior to the meeting, unless the directors unanimously agree otherwise. (NB The constitution provides that notice may be given immediately before the meeting.)
- e) Where possible, Board and Committee papers will be provided to directors at least 7 days prior to the relevant meeting.
- f) A quorum for a meeting of directors is a majority of the Board. The quorum must be present at all times during the meeting.

3.11 Board Decision Making

Effective decision making is essential to Board performance and the following principles will apply to this Board:

- decision making must be informed – this requires the appropriate level of information being provided to the Board. The information needs to be accurate and balanced and should be provided to directors in a timely manner to allow informed judgement by directors. The Board should seek relevant expert advice as deemed appropriate to assist with decision making and to ensure that all statutory and legal obligations are met. Directors may seek independent expert advice.
- the Board should discuss issues in a manner which is logical, objective and open taking into account the context of the issue
- directors should allow the appropriate amount of time to discuss each issue fully and for directors to consider consequences, alternative courses of action and different perspectives
- directors should put aside their personal differences and consider each issue without prejudice
- the Board should work towards consensus where possible, and enable directors to find areas of commonality and differences and understand the need for compromise in reaching agreement;
- the Board should, where possible, discuss complex matters over a number of board meetings to give directors time to participate in the process of thinking about the issue and decisions which need to be made. This will also allow



directors to evaluate options and ask for more specific information or seek independent advice.

Directors are expected to be forthright in board meetings and have a duty to question, request information, raise any issue, fully canvas all aspects of any issue confronting ACPSEM and cast their vote on any resolution according to their own decision. Outside the boardroom however, directors must support the Board's decision on any particular issue.

Each director is entitled to vote on matters put to the Board, subject to any conflicts of interest. A majority of votes by directors present and entitled to vote decides questions at Board meetings. A decision requiring a special resolution requires at least a 75% vote in favour to be accepted. The Chair does not have a casting vote in addition to any vote they may have as a director. The Chair may call for any decisions of the Board to be conducted by a secret ballot.

In the event of urgent Board decisions, directors must leave with the company secretary any contact details, either for themselves or for a person who knows their location, so that directors can be contacted within 24 hours if a circular resolution or other business is required. If they are unable to be contacted to participate in an urgent decision, the Board member is still bound by the decision.

3.12 Conflict of Interest and Related Party Transactions

- a) Directors must keep the Board advised, on an ongoing basis, of any interests that could potentially conflict with those of the ACPSEM and shall advise the company secretary of all directorships held in other companies.
- b) If a potential material conflict of interest arises, the director concerned shall advise the Chair prior to any Board meeting at which the issue is to be discussed. Any potential conflict of interest must be recorded in the Board minutes.
- c) While the conflict of interest exists and the Board considers it material, the director must absent themselves from the room while the Board discusses the matter which is subject to the conflict

If the Board passes a resolution that:

- identifies the director
- identifies the nature and extent of the director's interest
- clearly states that directors (who do not have a material personal interest in the matter) are satisfied that the director's interest should not disqualify that director

then that director can participate in board deliberations and vote on the matter concerning the conflict of interest.

- d) The same requirements exist for related party transactions, which includes any financial transactions between a director and ACPSEM.



3.13 Board Committees

- a) The Board may establish Board committees to which it may delegate any of its powers, duties and responsibilities.
- b) The Board has established the following Board Committees:
 - i. The Professional Standards Board (PSB);
 - ii. The Risk, Audit and Finance Committee (RAFC); and
 - iii. The Membership Committee (MC).
- c) The PSB Policy and ACPSEM Standing Committee Guidelines have been adopted for each of these Committees, setting out the composition, duties and responsibilities of the committee, which is reviewed every three years.
- d) The Board may establish other committees from time-to-time with or without delegated powers. A separate Terms of Reference or Guideline will be adopted for each type of these committees which is reviewed every three years

3.14 The Company Secretary

The Company Secretary is accountable to the Board, through the Chair, on all governance matters, with all directors having access to the Company Secretary for advice or assistance on governance matters.

The Company Secretary supports the effectiveness of the board by:

- (a) monitoring that board policy and procedures are followed; and
- (b) coordinating the completion and dispatch of board agendas, briefing papers and minutes.

The Company Secretary is responsible for driving and advising on best practice in governance, championing the compliance framework to safeguard the integrity of the organisation, promoting, and is the sounding board on, high standards of ethical and corporate behaviour and bridging the interests of the board or governing body, management and stakeholders.

The key responsibilities of Company Secretary is set out in the Position Statement of Clause 9 in this Charter.

3.15 Duty of Confidentiality

The ACPSEM is committed to openness, transparency, and accountability, and these are the primary considerations when considering Director confidentiality. As a member-based organisation, ACPSEM strives to be consultative with members and to address member issues and concerns. The ACPSEM strives to release all information it holds to members as far as this is consistent with:

- protection of individual privacy
- effective management of business
- relevant legislation

Board members are free to discuss **the results of Board actions** items unless the Board specifically identifies such result as confidential, or legal requirements of confidentiality apply.

In keeping with legal requirements, ACPSEM Board members have a duty to keep confidential all documentation, discussions and information pertaining to consideration of matters by the Board.



This includes board meeting minutes, agendas, reports to the Board and associated documents, and information contained in those documents.

In particular, Board Members shall not:

- disclose to any member of the public any confidential information acquired by virtue of their position as a board member
- use any confidential information acquired by virtue of their position on the board for their personal financial or other benefit or for that of any other person
- disclose to any member of the public any confidential information related to the interests of individuals, groups or organisations acquired by virtue of their position on the board
- make statements to the media in the name of the organisation except as authorised by the President or Board
- permit any unauthorised person to inspect or have access to any confidential documents or other information
- Disclose the content of discussions by the Board during consideration of items, whether in meetings or in asynchronous discussions

The obligation to maintain confidentiality continues to apply even after a person has left the Board and in perpetuity.

Nothing in this section shall be taken as limiting the ability of directors to:

- Consult with anyone on professional and member matters, including for the purposes of making an informed decision on matters coming before the Board
- Consulting or seeking expert advice in order to adequately discharge their duties as Directors, though Board minutes, agendas, reports and associated documents may not be disclosed without the express permission of the President
- Discuss matters that are generally known or discussed publicly or within the membership, even where the Board will be giving or have given consideration to such matters

3.16 Review of Board Effectiveness

The Board members will participate in an annual review of the Board's effectiveness in carrying out its responsibilities.

The President will implement a review system which, subject to consultation with the Board, may include:

- a) a collective review of effectiveness undertaken by the Board;
- b) individual performance reviews for directors;
- c) opportunities for directors to give private feedback to the Chair on Board effectiveness;
or
- d) such other review mechanisms as the Board decides.

The President, in consultation with the Board, will consider whether or not to engage an external facilitator to assist with the above.

3.17 Charter Review

The Board shall review this Charter every three years or as required, after annual Board Performance Assessment.

Any modifications to or replacement of this Charter must be adopted by the Board.



4. POSITION STATEMENT: ALL DIRECTORS

	Duties and Obligations
General	Undertake induction and training procedures as provided by ACPSEM
	At all times conduct Board business politely and with consideration for others, without ill feeling, improper bias, or personal animus
Governance	Consider, debate, and vote on issues before the Board on the basis of the best interests of the ACPSEM only
	Understand the ACPSEM's finances (including solvency)
	Comply with the constitution, by-laws, rules and policies
	Serve on Board committees as required
	Ensure that the ACPSEM operates within its values
Strategy	Review and approve the Strategy, and other consequential arrangements
Meetings	Attend all meetings, or, if unavoidable, apologise in advance for absence
	Where Board papers are circulated in advance of the Board meeting, read papers and consider issues before the meeting
	Ask questions, raise issues and seek clarifications from the President or CEO prior to meetings on review of the papers
	Contribute to the discussion and resolution of issues at meetings and otherwise as appropriate
Administrative & Management	Approach employees of the organisation (paid or unpaid) only through the CEO other than in performance of specific responsibilities or in capacities other than as ACPSEM directors
Media	Make comments to the media as authorised by the President or by any policy approved by the Board
Promotion	Promote ACPSEM in the community as opportunities arise
Fundraising	Participate enthusiastically in any fundraising approved by the Board
Legal & Ethical	Avoid making any improper use of position so as to gain any material advantage for themselves, or for any other person, or to the detriment of the organisation
	Avoid making any improper use of any information acquired by virtue of being a Director so as to gain any material advantage for themselves, or for any other person, or to the detriment of the organisation
	Inform the Board immediately of any direct or indirect material personal interest in any contract with the organisation and not vote in the Board on that issue or participate in discussion other than as approved by the President and/or Company Secretary
	Inform the Board immediately of any actual or perceived non-material personal conflict of interest in any matter before the Board, and follow the Board's rulings as to proper procedure



5. POSITION STATEMENT: PRESIDENT (AND BOARD CHAIR)

	Duties and Obligations
Governance	Provide leadership to and of ACPSEM
	Ensure [in partnership with the Board] that ACPSEM's objectives, goals and mission are being followed
	Work with the CEO to ensure [in partnership with the Board] that the organisation develops in the appropriate direction
	Work with the CEO to ensure [in partnership with the Board] that the organisation operates in line with its values
	Ensure the Vice President is adequately informed and in a position to act in the role of, and with the authority of, the President as required
	Manage [in partnership with the Board] the assessment, review and renewal of the Board
	Oversee the management of the recruitment, induction, and training of Board members [in partnership with the Board]
	Manage [in partnership with the Board] the succession of the position of Chair
	Oversee the management of the business of the Board
	Ensure the harmony of Board deliberations
Strategy	Oversee [in partnership with the Board] the creation of a Strategic Direction for the ACPSEM
	Oversee [in partnership with the Board] the regular review and development of the Strategic Plan
Meetings	With the Company Secretary and CEO, prepare the agenda in advance of the meeting
	Chair Board meetings
	Rule on issues of meetings procedure
	Report to the Annual General Meeting on the situation of the organisation
	Chair General Meetings according to the constitution and by-laws
Administrative & Management	Serve on Board committees as required
	Liaise with Board committee chairs and report to the Board where appropriate
	Assign [in partnership with the Board] administrative duties to Board directors, ACPSEM members and volunteers
	Ensure that appropriate recruitment policies and procedures are in place for CEO and other staff
	Oversee the recruitment of the CEO
	Ensure that appropriate personnel policies and procedures are in place for CEO and other staff
	Oversee the annual performance review of the CEO
	Oversee the succession of the CEO
	Oversee the management of the organisation's grievance procedures



	Serve as liaison with the CEO and, through them, to the staff
	In consultation with the CEO , report to the Board on staff management issues
	In consultation with the CEO, draw up CEO succession policy
Media	Serve as spokesperson for ACPSEM and the professions as appropriate
	Authorise other ACPSEM members or staff to act as spokespersons for ACPSEM or the professions as appropriate
Promotion	Promote the organisation in the community as opportunities arise
Negotiation	Serve [as nominated by the Board] in negotiations with other organisations; Work with the CEO in negotiation with other organisations; report to the Board
Legal	Ensure that all legal requirements are met
Finance	With the Treasurer and the Finance & Audit Committee, oversee the CEO to ensure that the organisation's financial control procedures are adequate and that risk management strategies are in place



6. POSITION STATEMENT: VICE PRESIDENT

	Duties and Obligations
Governance	Provide leadership to ACPSEM and ensure that they are prepared to assume leadership if the President is unable to or incapable of exercising roles
	Work with the Advisory Forum, PSB, and Specialty and Special Interest Groups to ensure their views are received by the Board and that professional matters affecting ACPSEM members are appropriately addressed
	Work with ACPSEM Branch Chairs to ensure that the Board is adequately informed and aware of issues affecting the ACPSEM at branch level and the views of branch members
Strategy	Participate in the creation of a Strategic Direction for the organisation
Meetings	Chair Board meetings in the absence of the President
Administrative & Management	Serve on Board committees as required
	Liaise with Board committee chairs and report to the Board where appropriate, especially with the Professional Standards Board and Specialty and Special Interest Groups
	Liaise with ACPSEM Branch Chairs to ensure branches are adequately informed and aware of actions and decisions taken by the Board
Media	Serve as spokesperson for ACPSEM and the professions with the authority of the President and within ACPSEM policies
Promotion	Promote the organisation in the community as opportunities arise
Negotiation	Serve [as nominated by the Board] in negotiations with other organisations; Work with the CEO in negotiations with other organisations; report to the Board



7. POSITION STATEMENT: TREASURER

	Duties and Obligations
Governance	Ensure that the Board maintains the degree of financial literacy necessary to conduct the business of the organisation
	Advise the Board on matters of finance and fundraising
	Oversee the production of appropriate financial policies and procedures
Strategy	With the CEO and the Finance & Audit Committee, oversee [in partnership with the Board] the production, review and development of Financial Strategies and positions
Meetings	Report to the Board (Directly or through the CEO) at each meeting on the financial situation of the organisation
	Ensure the Board at each meeting receives appropriate information on substantial variances from the approved budget
	With the President, Secretary and CEO , place any necessary financial items on the Board agenda in advance of the meeting
	Report to the Annual General Meeting on the financial situation of the organisation
Administrative & Management	Chair the Finance & Audit Committee
	Serve on Board committees as required
	Liaise with Board committee chairs on financial issues and report to the Board where appropriate
	With the President, oversee the CEO in ensuring that the organisation's financial records are adequate, protected, backed up, and accessible.
	Oversee the organisation's banking
	Oversee the maintenance of the organisation's asset register
Finance	Oversee the CEO to ensure that the organisation's financial control procedures are adequate and that appropriate safeguards against fraud are in place
	Oversee the CEO to ensure that risk management strategies (including appropriate insurances) are in place
	With the CEO, oversee the organisation's investment strategy and report to the Board
	Oversee the preparation and monitoring of ACPSEM Budgets
Legal	With the CEO, ensure the organisation's compliance with all applicable tax arrangements



8. POSITION STATEMENT: HEAD OF SPECIALTIES

	Duties and Obligations
Governance	Work with the Advisory Forum, PSB, and Specialty and Special Interest Groups to ensure their views are received by the Board and that professional matters affecting ACPSEM members are appropriately addressed.
Strategy	Participate in the creation of a Strategic Direction for the organisation
Meetings	Chair 'Specialty Group and Special Interest Group Chairs meetings'
	Chair 'Advisory Forum' Annual Meeting
Administrative & Management	Serve on Board committees as required
	Liaise with Specialty Group and Special Interest Group Chairs to ensure the groups are adequately informed and aware of actions and decisions taken by the Board
	Collaborate with Specialty Group and Special Interest Group Chairs in responding to requests, enquiries and/or consultations from government agencies, affiliated associations, and other organisations.
	Serve as point of contact for ACPSEM submissions or position statements as nominated by the Board or CEO.
	Provide input and/or be informed of Working Group/ Task Group Terms of References and the Selection Process.
	have the opportunities to attend all SG/SIG Leadership Committee Meetings as HoS wishes.
Communication	Draft or assist with drafting fortnightly/ monthly 'Head of Specialties Updates' in ACPSEM Newsletter as HoS wishes.
Promotion & Collaboration	Promote the organisation in the community as opportunities arise
	Represent ACPSEM as required on the Radiation Oncology Alliance and/ or Peak Imaging Coalition or other collaborative Committees
Negotiation	Serve [as nominated by the Board] in negotiations with other organisations; Work with the CEO in negotiations with other organisations; report to the Board



Contact Network	HoS will utilise the Speciality Groups (SG) and Special Interest Groups (SIG) Chairs’ as a key contact network
	SGs
	Radiology
	Radiation Oncology
	Nuclear Medicine
	Radiation Protection
	Radiopharmaceutical Science
	Biomedical Engineering
	SIGs
	MIR
	University
	AP
	NE



9. POSITION STATEMENT: CHIEF EXECUTIVE OFFICER

	Duties and Obligations
Leadership	Participates with the Board of Directors in developing a vision and strategic plan to guide the organisation
	Identifies, assesses, and informs the Board of Directors of internal and external issues that affect the organisation
	Acts as a professional advisor to the Board of Directors on all aspects of ACPSEM's activities
	Fosters effective team work between the Board and the CEO and between the CEO and staff
	In addition to the Chair of the Board, acts as a spokesperson for the ACPSEM, including representing ACPSEM at events and meetings to enhance the ACPSEM's community profile
	Conducts official correspondence on behalf of the Board as appropriate and jointly with the Board when appropriate
Operational Planning and Management	Develops and implements operational plans incorporating goals and objectives that work towards the strategic direction of the ACPSEM
	Ensures that the operations and services delivered by ACPSEM contribute to the organisation's mission and reflect the priorities of the Board and all stakeholders
	Conducts and oversees the efficient and effective day-to-day operation of the organisation
	Ensures the operations of the organisation meet the expectations of ACPSEM members, other clients and partners, the Board and Funders
	Drafts policies for the approval of the Board and prepares procedures to implement the organisational policies; reviews existing policies and recommends changes to the Board as appropriate
	Ensures that personnel, member, sponsor, funder, affiliate and donor files are securely stored and privacy/confidentiality is maintained;
	Provides support to the Board by preparing meeting agendas: a Report to Directors; papers and recommendations for decisions; and other supporting materials
Financial Sustainability Planning and Management	Works with staff and the Board (including the Treasurer and the Finance & Audit Committee) to prepare a comprehensive budget
	Works to secure adequate funding for operations, projects and development with the approval of the Board
	Researches funding sources, oversees the development of fundraising plans and writes business, funding, sponsorship and grant proposals to increase the levels and diversity of sources of funding
	Participates in fundraising activities as appropriate
	Approves expenditures within the authority delegated by the Board
	Ensures that sound bookkeeping and accounting procedures are followed
	Administers funds according to the approved budget and monitors the cash flow of the organisation
	Provides the Board and its Finance Committee with comprehensive reports on the revenues and expenditure of the organisation



	Ensures that ACPSEM with all legislation covering taxation, annual reporting and other accountabilities
Human Resources Planning and Management	Determines staffing requirements for organisational management and program delivery
	Oversees the implementation of the human resources policies, procedures and practices including the development and description of roles for all staff
	Establishes a positive, healthy and safe work environment in accordance with all appropriate legislation and regulations
	Recruits, interviews and selects staff that have the right values, technical and personal abilities to help further the organisation's mission
	Ensures that all staff receive an orientation to the organisation and that appropriate training is provided
	Implements a performance management process for all staff which includes monitoring the performance of staff on an on-going basis and conducting an annual performance review
	Coaches and mentors staff as appropriate to improve performance
	Disciplines staff when necessary using appropriate techniques; releases staff when necessary using appropriate and legally defensible procedures
Program/Project, Risk and Change Planning and Management	Oversees the planning, implementation and evaluation of the organisation's programs and projects
	Monitors the day-to-day delivery of the programs and projects and maintains or improves quality;
	Oversees the planning, implementation, execution and evaluation of special projects
	Identifies and evaluates the risks to the ACPSEM's people (members, staff, management, associates), property, finances, goodwill, and image and implements measures to control risks
	Ensures that the Board of Directors and the organisation carries appropriate and adequate insurance coverage, and that the Board and staff understand the terms, conditions and limitations of the insurance coverage
	Applies change management methods to support adoption of changes
	Supports the design, development, delivery and management of project, risk and change communications
	Conducts impact analyses, assess change readiness and identifies key stakeholders
Stakeholder Relations, Communications and Advocacy	Communicates with stakeholders to inform them of the work of ACPSEM
	Identify and communicate changes in the community served by the organisation, and the community's health and the resourcing of its health services
	Establish good working relationships and collaborative arrangements with community groups, funders, government departments and authorities at all levels, politicians, and other organisations to help achieve ACPSEM goals



10. POSITION STATEMENT: COMPANY SECRETARY

Authorisations of the Company Secretary

The Company Secretary has all authorisations and delegations required to ensure compliance with the duties of a Company Secretary under Australian and New Zealand law and regulation.

	Duties and Obligations
Governance	Review and recommend the preparation and adoption of appropriate Board policies (Directly or through the CEO)
	Drive and advise on best practice in governance,
	championing the compliance framework to safeguard the integrity of organisation
	Be the sounding board on high standards of ethical and corporate behaviour
	Bridge the interests of the Board, Management and Stakeholders
Strategy	Ensure governance and strategy documentation has been approved and reported as required to regulatory bodies
Board Effectiveness	Support the effectiveness of the Board by a) monitoring that Board Policy and Procedures are followed and b) coordinating the completion and dispatch of Board agendas, briefing papers and minutes
Meetings	Ensure that guidelines and procedures relating to meetings are in place and understood by directors
	With the Chair and the CEO, prepare the agenda in advance of each Board meeting
	Oversee the distribution of meeting papers before the meeting
	Take minutes at each Board meeting and circulate to Board members or ensure this takes place
	Take minutes at each General Meeting and circulate to members of the organisation or ensure this takes place
Administrative & Management	Provide advice and guidance to Board Committees as required
	Serve on Board committees as agreed
	Oversee the organisation of General Meetings
	Receive nominations for positions on the Board
	Make all books, documents and securities available as required by law
	Liaise with relevant regulators including the ACNC, ASIC and ATO
Negotiation	Serve [as nominated by the Board] in negotiation with other organisations
Legal	Provide guidance on legal and governance issues or indicate to the Board any opinion that such advice or guidance should be sought by the Directors prior to completing any decision or action