

This statement outlines the corporate governance practices within BrainLink Services Limited (BrainLink). This information is current as at 10 August 2017.

BrainLink Services Limited (BrainLink) is a not for profit organisation operating primarily within the state of Victoria as a company limited by guarantee, incorporated under the Corporations Act 2001. The corporate governance framework of the organisation is set out in its Constitution and in the BrainLink Board Charter. (<http://www.brainlink.org.au/BrainLink Board Charter>)

Its activities are regulated by State and Commonwealth Laws as applicable for a company registered as a Charity and Public Benevolent Institution. The Company is managed through a Board of Directors all of whom are non-executive directors, independent of management and free from any business, interest or other relationship that could materially influence the exercise of independent judgement.

At the 2016 Annual General Meeting, members approved a revised constitution which was more closely aligned with the Corporations Act 2001, The Australian Charities and Not-For-Profit Commission Act 2012 and the principles of good governance.

The Board

The Board is responsible for the overall governance of the organisation, including its strategic direction, establishing goals for the organisation, monitoring its senior management team and the achievement of these goals. The Board is elected by and from the membership of BrainLink. Directors may also be appointed to fill casual vacancies. The mechanisms for eligibility, election and appointment are prescribed by the Constitution. The Constitution sets out the rules for Director tenure; including:

- Directors who have held office for consecutively for a continuous period of nine years or more can only be re-elected by way of a special resolution of members requiring 75% or more of the eligible vote;
- an Initial Term of Office for new directors, which means the director must retire and stand for re-election at the Annual General Meeting following appointment,

The Chief Executive Officer is responsible for day to day management of the organisation, in accordance with the strategic direction set by the Board and the delegations of authority framework approved by the Board.

The composition of the Board is reviewed periodically to maintain a balanced mix of skills and experience relevant to the needs of the organisation.

Board meetings

The Board holds regular meetings throughout the year. At least one meeting includes a formal review of and update against the strategic plan. The Chair in consultation with the CEO is responsible for the agenda and minutes of the Board and Committee meetings. The Chief Executive Officer attends the Board meetings by invitation. Senior management and operational staff are invited to Board meetings when required for discussions on relevant agenda items. Director meeting attendance records are published in the statutory Directors' Report.

Code of Conduct

Directors are expected to observe the highest standards of ethical behaviour. Directors are also expected to avoid any action, position or interest that conflicts with the best interests of BrainLink, or gives the appearance of a conflict. The Board has adopted a Code of Conduct and a Conflict of Interests Policy to provide further guidance to Directors on their obligations. A record of Directors' interests is recorded in board minutes and the Conflict of Interests Policy is applied during Board meetings.

Board performance

Board directors are required to attend 75% of meetings and contribute expertise and support to the organisation as required. Board succession planning, including Board office bearer nominations, is considered as required. New Directors receive an induction pack and guidance from established directors. All Directors are encouraged to undertake ongoing professional development and training relevant to their roles as Directors of BrainLink.

Board Committees

The Board and the organisation are of such a size that does not warrant a number of formal board committees. From a governance perspective, the Board believes that it is more efficient and effective that the full Board carry out the work often performed by Board committees in larger organisations. Notwithstanding, the Board has an established CEO Review Committee supported by formal terms of reference. This committee undertakes the CEO performance review and also makes recommendations to the board in relation to remuneration. Other board committees may be formed on an ad hoc basis from time to time. No Committee has any delegated powers from the Board and can only make recommendations to the Board.