



## Board Protocol

The members of the Board of the Pharmaceutical Society of Western Australia Inc. (PSWA) agree to adopt, and be bound by, the letter and spirit of this protocol. They agree that any member of the Board who intentionally or repeatedly breaches this protocol may be asked to offer their resignation, and if they fail to do so they may be the subject of a resolution to remove them from the Board in accordance with the constitution and rules of the PSWA..

### **1. Recognition of responsibility and common purpose**

- 1.1 The members of the Board understand and accept that PSWA is incorporated as an association and that, under the law, they have clear duties and responsibilities:
  - To act in good faith and in the best interests of PSWA and for its defined vision, mission and objects
  - To not have a material personal interest in any decision and exercise powers and discharge duties with care and diligence
  - To act in the interest of PSWA as a whole. No duty is owed to any individual member or group of members
  - To find out and assess how any decision will affect the business performance, and keep informed about PSWA's financial position and performance
  - To ensure trusted professional advice is sought when assistance is needed to make an informed decision
  
- 1.2 The members of PSWA have, through the Constitution, delegated powers to the members of the Board as a whole, to be exercised as a board. They have not delegated any powers to any individual member of the Board. It follows that decisions must be made collectively and members are bound by the Board's decisions.

- 1.3 In the interests of the harmony and effectiveness of the Board and PSWA as a whole, the members of the Board agree that they will conduct themselves with good will and in a harmonious manner. The importance of good teamwork is recognised and acknowledged.
- 1.4 There is no tolerance for bullying, harassment or any form of discrimination on the PSWA Board and such behaviours will be considered a breach of the PSWA Code of Conduct.

## **2. What is expected of members of the Board?**

- 2.1 The members of the Board recognise their duty of loyalty to PSWA, and to the Board, and agree that outside the boardroom they will support, to the letter and the spirit of Board decisions when in contact with other parties.
- 2.2 Each member of the Board has a legal duty not to use information obtained as a member of the Board for the benefit of themselves or any persons linked to them. The members of the Board agree that information obtained as a result of their Board membership should not be released except as decided by the Board as a whole. Board agendas, papers, minutes and discussions are confidential.
- 2.3 No member of the Board should act in a way likely to bring disrepute to PSWA.
- 2.4 Members of the Board have a right and a duty to properly consider all matters brought to the Board. It follows that their attendance at board meetings is important and that apologies should be tendered only in unavoidable circumstances. Proper consideration of board papers and other relevant information before each meeting is also important.
- 2.5 Members of the Board have a right and a duty to raise matters of serious concern as soon as they become aware of them. In order that such matters can be discussed properly it is important that the other members of the Board be given time to consider them. It is good practice for a member of the Board with a serious concern to mention it to the Chair in time for the matter to be added to the next Board meeting agenda. The Chair may choose to raise the matter with the other members of the Board out of session if they consider this is necessary.
- 2.6 Each member of the Board has a legal obligation to declare any actual, potential or perceived conflict of interest as soon as they become aware of it, and to withdraw from the discussion and decision of any matter on which they have a material conflict, unless the members of the Board who do not have a conflict have resolved that they should stay. Perceptions of conflicts, even when they are not

material, may damage the reputation of PSWA and the members of the Board agree to notify the Chair of any actual or potential conflict, or perception of a conflict, as soon as they are aware of it, if possible at the commencement of the meeting at which the issue is likely to be raised, and to withdraw from any discussions relating to it, unless invited to remain.

- 2.7 Members of the Board are expected to be frank and open in board meetings and to question, request information and raise issues. Open and constructive debate is important and an atmosphere of respectful disagreement is valuable. Members of the Board recognise that when disagreements occur every effort should be made to resolve the issue. Members of the Board have a right to resign but if they choose to remain on the Board they are bound by the collective decisions of the Board and may be legally liable for them.
- 2.8 The members of the Board understand that Board work can impose a considerable burden and agree to share it as equitably as possible. All members of the Board are expected to keep themselves up to date with the affairs of PSWA and the Board.
- 2.9 The Board may decide to delegate responsibility for the exercise of one or more of its functions to an individual member of the Board, a sub-committee or advisory committee of the Board, or a staff member employed or contracted by PSWA. Individual members of the Board are not empowered to delegate the functions of the Board.
- 2.10 New members of the Board are encouraged to join and participate in training delivered by the Australian Institute of Company Directors (AICD).
- 2.11 All members of the Board are encouraged to attend at least one AICD training day each year.

### **3. Rights of members of the Board**

- 3.1 In order to discharge their duties properly, members of the Board have a right to identify the information which they need and to receive it in a timely manner.
- 3.2 Members of the Board have a right to request from staff employed or contracted by PSWA the information necessary for them to discharge their duties. If a request is likely to require a substantial amount of additional work, the Chair will review the request, and if deemed appropriate, put it in writing to the relevant staff.

- 3.3 Outside specialist advice is advice to the Board as a whole and should normally be arranged by the Chair at the request of the Board. In exceptional circumstances, if one or more members of the Board wish to obtain specialist advice the matter should be raised with the Chair who may exercise a discretion to arrange for the advice to be obtained, or may refer the matter to the Board. If such advice is obtained it should be made available to the Board as a whole.

## **4. Benefits available to members of the Board**

- 4.1 Members of the Board are entitled to remuneration, expenses and insurance cover, as set out in the relevant policy statements.

## **5. Board leadership and the role of the Chair**

- 5.1 The Chair's role is to lead the Board and to manage its affairs so that it can effectively discharge its duties under the law and its Constitution. Since the Board receives its authority collectively it can act only when it meets and it is the Chair's principal role to make those meetings as effective as possible.
- 5.2 The Chair is appointed or confirmed by the Board in accordance with the Constitution and their authority derives by delegation from the Board, which must delegate to the Chair sufficient powers to manage the Board's affairs and to lead it in the discharge of its business. The Board will not be effective unless the Chair is supported in carrying out that role.
- 5.3 The members of the Board recognise that the effectiveness of the Board will be enhanced if contributions to Board discussions are kept brief and relevant, and if each builds on the previous contributions of others. The Chair must attempt to recognise when a consensus is emerging, to articulate it and to ensure that decisions are unambiguous. Members must support the Chair in maintaining order and assist Board discussions running smoothly.
- 5.4 As manager of the Board's affairs the Chair must ensure that appropriate matters are brought to its attention and they must therefore set the agenda for its meetings while having regard to the matters which the other members of the Board wish to discuss. Members of the Board who wish to have matters brought to the Board for discussion should ask the Chair to place them on the agenda at least seven days before the scheduled date for the meeting.

- 5.5 The Board can be effective only if it reaches clear decisions which are recorded accurately and implemented promptly. As manager of the Board's affairs the Chair must have a hands-on role with regard to the minutes and the actions arising from the Board's decisions.
- 5.6 Draft minutes of Board meetings will be sent to the Chair for approval within three working days of the end of the Board meeting. Following confirmation by the Chair they will be circulated to the other members of the Board. If members of the Board have major concerns regarding the minutes they should notify the Secretary.

## **6. Composition of the Board**

- 6.1 Members of the Board recognise that it is in the interests of PSWA that the Board includes members with a balance of relevant skills and abilities which may need to be adjusted from time to time to align with the changing needs of PSWA. To assist in strengthening its membership the Board will review the performance of its members, Sub-committees and the Board regularly and satisfy itself that its composition is appropriate to the needs of PSWA.

## **7. Use of the protocol**

- 7.1 The members of the Board agree that this protocol should reflect the current needs of the Board and agree to review it annually as part of the Board's annual review of its performance.

## Document History

Version	Date	Reviewed by	Comments	Approved by	Date Approved	New version number
0.1	11/5/2014	Tim van Bronswijk	Initial draft created and updated by Gov SC	Gov SC	17/6/2014	0.2
0.2	24/6/2014	Board	Updated by Board	Board	30/7/2014	1.0
1.0	22/7/2020	Gov SC	Edited by Gov SC			1.1
1.1	19/10/2020	Gov SC	Inclusion of more responsibility points at 1.1 and slight wording change of 2.1	Board	25/11/2020	2.0
2.0	15/11/2021	Gov SC	<p>First paragraph updated to reflect Constitutional changes re dispute resolution</p> <p>Wording changed from “purpose” to vision, mission and objects</p> <p>New 1.4</p> <p>Corrected wording from elected to appointed or confirmed re chair</p> <p>Removal of gender biased language</p>			

## Related Documents

Reference	Document Name	Version	Date
1	Code of conduct for members of the Board	1.0	30/07/2014