



Health Information Management  
Association of Australia Pty Ltd

HIMAA Board

Terms of Reference

## Document Information

This is a document controlled by the President of the Board of Directors for Health Information Management Association of Australia Limited (HIMAA)

## Version history

The following outlines the high-level changes that have been made to each version of the document and who made them:

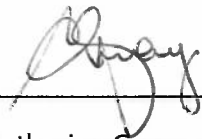
Version notes changes made by date

1. Draft version 1.2 unknown July 2013
2. Reviewed by Board of Directors November 2021

## Sign off

Endorsed by:

Senior Vice President, Health Information Management Association Australia Board of Directors



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Catherine Garvey

Date: 8/11/21



Approved: Cheens Lee

President, Health Information Management Association of Australia Limited

Date: 8<sup>th</sup> November 2021

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## 1) Background

1.1 The HIMAA Board is established under the authority granted by Rules 40 - 59 of the Company's Constitution.

1.2 The proceedings of the Board are to conform to the provisions of Rules 63 – 76 and 80 - 88 of the Company's Constitution.

1.3 This document establishes the authority and responsibility of the Board so that it may function effectively as part of the governance framework of HIMAA.

## 2) Purpose

2.1 The role of the Board is to represent the members of HIMAA. Ensure the constitution is upheld and govern as per the constitution and within HIMAA policies and procedures, as well as legislative requirements.

2.2 The HIMAA Board are responsible also for meeting the long- and short-term objectives and goals of HIMAA and the financial viability of the organisation.

## 3) Functions

3.1 The function of the HIMAA Board is to:

- Provide oversight of the company, including its control and accountability systems.
- Appoint and remove the Chief Executive Officer (CEO) and set the CEO's remuneration.
- Monitor the operational and financial position and performance of the organisation generally.
- Provide strategic vision and direction to the association.
- Appoint and remove the Company Secretary.
- Provide input into, and final approval of, management's development of corporate strategy and performance objectives.
- Review and ratify systems of risk management and internal compliance and control, codes of conduct and legal compliance.
- Approve and monitor the progress of major capital expenditure, and capital management.

## 4) Composition

### 4.1 Office Bearers

The office bearers of the Company are:

- President (Chair of Board Meetings)
- Senior Vice-President (Deputises in place of Chair)
- Vice President
- Treasurer

### 4.2 Appointment and term of position

- Directors are elected at each annual general meeting of the Association.
- A Director holds office until the termination of the 3rd annual general meeting held after his or her election.

- A retiring Director is eligible for re-election but may not serve more than 3 consecutive terms.
- An incoming Director must agree to comply with rule 59 of the constitution and execute the necessary documentation required as part of the nomination process as set out in rule 41 of the constitution.
- The office bearers are elected annually at the first meeting of the Directors held after each annual general meeting.

#### 4.3 Membership

- The Board will consist of no more than 9 Directors elected from the membership association as follows:
  - No less than 50% Full, Fellow or Life members; and
  - Up to 2 Senior Associate Board Members; and
  - Up to 2 members who have been appointed for their specialised acumen for example finance, governance, education, or other area deficiency. Such skill set as deemed by the Board to have significant value to the overall function of the Board and application of HIMAA strategic pan objectives.
- The Association in a general meeting may by resolution and the Board may at any time appoint any Member qualified to be a director under the Constitution to fill a casual vacancy on the Board, but so that the total number of Directors does not at any time exceed the number fixed in accordance with the Constitution. A person so appointed holds office until the termination of the annual general meeting held after his or her appointment but is eligible for election at that meeting.

#### 4.4 Responsibilities

- The Business of the Association is managed by the Board who may exercise all powers of the Association which are not, by the Law or by HIMAA's Constitution, required to be exercised by the Association in general meeting.
- In conducting the general business of the Association, Directors are required to act in accordance with Law including complying with all fiduciary duties and other requisite obligations.
- Every Director or Officer of the Association must:
  - Keep confidential all aspects of all transactions of the Association except:
    - 1) As required by Law
    - 2) When requested by the Board to disclose information to the Auditors or at a general meeting and
  - Sign and make a declaration that he or she will not disclose or publish or use any aspect of any transaction or confidential information whatsoever of the Association except as permitted as per rule 59 .4 of the Constitution
- Where a director is found to be in breach of their duties by the Board that Director will be ineligible to continue as Director.

#### 4.5 Secretariat

- The Chief Executive Officer (CEO) is the delegated Secretary of the Association. The CEO is responsible for organising the agenda and minutes for each meeting of the Board.

#### 4.6 Induction of new members

- All new Board members are to be provided with an induction pack and be inducted into the Board position by the President, Senior Vice President, Vice President, or the Treasurer.

### 5) Meetings

#### 5.1 Quorum

- At a meeting of the Board, the number of Directors whose presence is necessary to constitute a quorum is a simple majority of Directors entitled to vote or such greater number as is determined by the Board.

#### 5.2 Frequency

- The Directors may meet for the dispatch of business and adjourn and otherwise regulate their meeting as they see fit.

#### 5.3 Minutes\* *(note: at least 2 weeks after the meeting)*

#### 5.4 Minutes are to be completed by the Secretary of the Association or delegate Arrangements for absent chair\*

- The President designated chairs of Director meetings. If the President is absent at a meeting the process at Attachment 1 Applies.

### 6) Accountability

#### 6.1 Reports [Annual Reports] \*

- The Board reports to the HIMAA membership at each annual general meeting.

#### 6.2 Review of performance [includes Wind Up] \*

- The Board will assess its performance on an annual basis in accordance with Attachment 3 or any other mechanism deemed appropriate by the Board at the time.
- If upon the winding up or dissolution of the Association, any property remains after satisfaction of all its debts and liabilities, that property must not be paid to or distributed among the Members of the Association but must be given or transferred to some other institution or institutions determined by the Members of the Association at or before time of dissolution.

#### 6.3 Review of Terms of Reference\*

- These Terms of Reference are to be reviewed biennially by the HIMAA Board from date of approval.

#### 6.4 Annual Review

- The Board will undertake a review of the operation and functioning of the Board with particular reference to the extent to which the Board has discharged its role and responsibilities. Where appropriate the review should make recommendations for improvements.

## 7) Other

### Committees of the Board

- Without limiting rules 71 or rules 77 to 78.2 inclusive, the Directors may establish any committees in the manner they think fit.
- The Directors may delegate any of their powers to committees consisting of those Directors and members they think fit and may revoke the delegation at any time.
- Any committee formed must in the exercise of the powers so delegated and conform to any regulations that may from time to time be imposed upon it by the Directors.
- Otherwise, the meetings and proceedings of any committee consisting of 2 or more members are governed by the provisions in the Constitution regulating the meetings and proceedings.



## Chairperson at Directors' Meetings (Attachment 1)

67.2 At a meeting of Directors, if:

- (1) no President has been elected as provided by **rule 44**; or
- (2) the President is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act;

the Senior Vice-President shall be the chairperson of the meeting, but if:

- (3) no Senior Vice-President has been elected as provided by **rule 44**; or
- (4) the Vice-President is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act;

the Vice-President shall be the chairperson of the meeting, but if:

- (5) no Vice-President has been elected as provided by **rule 44**; or
- (6) that other Vice-President is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act;

the Directors present may elect one of their number to be chairperson of the meeting.

## Board Performance Evaluation Tool (Attachment 2)

This simple tool is designed to assist in assessing the effectiveness of the board. The tool takes the form of a series of assertions which should be awarded a rating on a scale of 1 to 3 by individual Directors or by the board as a whole. Once complete, the matters should be discussed at a board meeting. Discussions facilitated by a third party are often able to bring additional value to the process.

Behaviours	1	2	3	Comments
<i>Setting strategy</i> All Board members support and debate the organisation's strategy and values, enabling them to set the tone from the top.				
<i>Strategy</i> All Board members have a clear understanding of the organisation's core business, its strategic direction and the financial and human resources necessary to meet its objectives.				
<i>Board performance</i> The Board sets itself objectives and measures its performance against them on an annual basis.				
<i>Managing Board meetings and discussions</i> Board meetings encourage a high quality of debate with robust and probing discussions.				
<i>Managing internal Board relationships</i> Board members make decisions objectively and collaboratively in the best interests of the organisation and feel collectively responsible for achieving organisational success.				
<i>Managing the Board's relationship with others</i> The Board communicates effectively with all of the organisation's stakeholders and seeks their feedback.				
<i>Board members' own skills</i> Board members recognise the role which they and each of their colleagues is expected to play and have the appropriate skills and experience for that role.				
<i>Reaction to events</i> The Board responds positively and constructively to events in order to enable effective decisions and implementation and to encourage transparency.				
<i>Chairman</i> The chairman's leadership style and tone promote effective decision-making, constructive debate and ensures that the Board works as a team.				
<i>Chairman and CEO relationship</i> The chairman and the chief executive work well together and their different skills and experience complement each other.				
<i>Attendance and contribution at meetings</i> All Board members attend and actively contribute at meetings.				
<i>Open channels of communication</i> The Board has open channels of communication with executive management and others and is properly briefed.				

<b>Processes</b>	<b>1</b>	<b>2</b>	<b>3</b>	<b>Comments</b>
<i>Risk and control frameworks</i> The Board's approach to reviewing risk in the organisation is open and questioning, and looks to learning points from events, rather than blame.				
<i>Composition</i> The Board is the right size and has the best mix of skills to ensure its optimum effectiveness.				
<i>Terms of reference</i> The terms of reference for the Board are appropriate, with clearly defined roles and responsibilities, ensuring that the right issues are being addressed.				
<i>Committees of the Board</i> The Board's committees are properly constituted, perform their delegated roles and report back clearly and fully to the Board.				
<i>Company secretary</i> The company secretary acts as an appropriate conduit for the provision of information to the Board and support to the chairman and directors.				
<i>Meetings and administration</i> The Board meets sufficiently often, and with information of appropriate quality and detail, such that agenda items can be properly covered in the time allocated.				
<i>Timeliness of information</i> Information is received in sufficient time to allow for proper consideration, with scope for additional briefing if necessary.				
<i>Agenda items</i> The Board agenda cycle covers all matters of importance to the organisation, is prioritised and includes consideration of corporate reputation, its enhancement and the risks surrounding it.				
<i>Annual General Meeting</i> The company makes best use of its Annual General Meeting.				
<i>External stakeholders</i> The Board has defined its external stakeholders and ensures that the organisation has the right level of contact with them.				
<i>Risk management</i> The Board uses an active and well-structured process to manage risk, taking account of the organisation's activities and the breadth of functions across the business.				
<i>Induction and training</i> Board members receive proper induction on appointment and ongoing training is available to meet development needs.				
<i>Succession planning</i> There is appropriate succession planning for key Board members and senior Executives.				
<i>Performance evaluation</i> Board members are individually subject to an annual performance evaluation that measures their contribution and commitment.				

