



International Collaboration on Cancer Reporting

ICCR Board Charter

Version: 1.0



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Document history

Version	Description	Date
Version 0.1	Initial draft Terms of Reference defined	August 2013
Version 0.2	Draft Charter developed	February 2015
Version 0.3	Draft charter reviewed by Board	March 2015
Version 1.0	Charter approved by Board	March 2015



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1. INTRODUCTION

The International Collaboration of Cancer Reporting (ICCR) (“the Company”) was incorporated in Australia in 2014. The Company is limited by guarantee and as such, is regulated by the Corporations Act (Australia) and relevant common law. Accordingly, the Directors are company directors registered with the Australian Securities and Investments Commission (**ASIC**) and have, in addition to their professional values, a range of directors’ duties prescribed by the *Corporations Act 2001* (Cth) and common law. These include obligations to exercise their powers and discharge their duties in good faith, in the best interests of the Company and for a proper purpose, and to do so with care and diligence. Key responsibilities of directors include ensuring that properly qualified executives and advisors are appointed; exercising all the powers of the Company except any powers that the Corporations Act on the Constitution requires the Company to exercise in general meeting; implementing a proper risk management program and compliance program; and ensuring that adequate insurance cover for directors and other officers is in place.

The objects of the Company are set out in the Constitution.

The Foundation Members of the Company are:

- Canadian Association of Pathologists
- College of American Pathologists
- European Society of Pathology
- The Royal College of Pathologists of Australasia
- The Royal College of Pathologists (United Kingdom)

2. ROLE AND RESPONSIBILITIES OF THE BOARD

The roles and responsibilities of the Board include articulation of the Company’s mission and values; the provision of strategic direction; confirming and monitoring the Company’s programs and services; selecting a CEO if appropriate; supporting the CEO (if appointed) and reviewing their performance; ensuring appropriate resources are available to the company, and that they are managed effectively and efficiently; maintaining and enhancing the Company’s public image; resolving conflicting priorities; and ensuring compliance with the law. Without intending to limit this general statement, the specific functions and responsibilities of the Board include:

2.1 Strategic Direction

- Setting the strategic direction of the Company: with input from the Foundation and Sustaining Members;
- Ensuring that the Company abides by the objects for which it was established, as set out in the Constitution; and
- Ensuring that there is an effective communication strategy with the Membership

2.2 Administration

- Buy or rent premises/equipment as required
- Employ staff as required
- Appoint a company secretary
- Maintain a stakeholder database



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- Maintain a conflict of interest register
- Maintain a website
- Organise an annual general meeting which includes:
 - Annual financial report, directors' report and auditor's report,
 - The election of directors,
 - The appointment of an auditor; and determination of auditor's remuneration
 - Other business

2.3 Membership

- Recruit ICCR members
- Approve membership applications
- Determine membership categories and set the fee structure for membership, including any discounts (part year membership/low income applicants)
- Maintain a member database
 - Member name and contact details
 - Membership category and financial status of membership
 - Date of admission (and cessation) of membership
 - In the case of a corporate members, the name, and contact details of its nominated representative

2.4 Oversight

- Monitor the progress of any ICCR subcommittee including the ICCR Dataset Steering Committee which is responsible for the development and publication of cancer datasets (Refer to Terms of Reference of the ICCR Dataset Steering Committee)

2.5 Financial

- Seek sponsorship for dataset development
- Appoint an auditor
- Maintain a budget and produce regular financial statements
- Administer membership fees
- Seek funding opportunities

2.6 Communication/Promotion

- Organise promotional activities eg conference presentations/posters
- Develop and publish a ICCR newsletter

2.7 Relationships

- Identify partner organisations and maintain partner relationships

2.8 Education

- Organise educational opportunities for ICCR datasets
- Investigate translation of published datasets into different languages

2.9 Implementation

- Identify and work with partners to pursue implementation opportunities eg IHE, e-form, XML



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2.10 Risk management/Audit

- Ensuring that appropriate policies for corporate governance and risk management are in place with the aim of protecting Company funds and the prudent management of Company assets; and

2.11 Compliance

- Ensuring that the Company complies with its responsibilities under the *Corporations Act*, the Constitution and other relevant laws.

3. THE DUTIES AND RESPONSIBILITIES OF DIRECTORS

Directors are appointed in accordance with the Constitution.

There are a number of common law and statutory duties imposed on directors that include:

- duty to act in good faith in the best interest of the Company;
- duty to act with care and diligence;
- duty to avoid a conflict in the position of a director and/or any other interest that a director may have; and
- a range of duties that prohibit the misuse of information obtained by directors.

The Board is responsible for ensuring that appropriate induction and education procedures exist for new Directors.

See section 5 below for further details.

4. RIGHTS OF ACCESS OF DIRECTORS

A Director is free to communicate directly with the CEO (if so appointed) or other Company employees but must do so in a manner that has regard to the efficient operation of the Company and maintains an effective chain of command and the confidentiality of Board deliberations. All communications of a sensitive or material nature must be facilitated through the President.

Access to information, indemnity and insurance: It is expected that all Directors will enter into a Deed of Access and Indemnity with the Company when they become Directors. The terms of such Deeds will include a right for Directors to access Company records during their directorship and for 7 years thereafter.

These Deeds will also include an indemnity from the Company to a Director, subject to certain qualifications and limitations.

Insurance: Finally, such Deeds when entered into will give the relevant Director and Officers the right to professional indemnity insurance and to be provided with a copy of such policy of insurance on request.



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Professional advice: To facilitate independent judgement in decision-making in relation to Board matters, each Director has the right to seek independent professional advice at the Company's expense. However, prior approval from the President is required, which may not be unreasonably withheld.

5. RESPONSIBILITIES OF INDIVIDUAL DIRECTORS

In accordance with statutory and legal requirements, Directors must:

- (a) exercise their powers and discharge their duties in good faith and in the best interests of the Company
- (b) use their powers of office for a proper purpose and not for personal advantage or for the benefit of another party;
- (c) use due care and diligence;
- (d) make an effort (as is reasonably required in the circumstances) to become and remain familiar with the affairs of the Company
- (e) actively engage in the conduct of Board matters;
- (f) attend all Board meetings and Board functions unless there are valid reasons for non-attendance; and
- (g) commit the necessary time and energy to Board matters to ensure that they are contributing their best endeavours in the performance of their duties for the benefit of the Company, without placing undue reliance on other Directors or Senior Management to fulfil these duties.

5.1 Confidentiality

Each Director has a duty to maintain the confidentiality of information that he or she acquires by virtue of the Director's position.

It is acknowledged that Directors will be required to canvass opinions of members of any committees on which they sit and in some cases the views of the general Membership for some items on the Board agenda.

Outcomes of Board meetings will be conveyed, by or through the President, to committees and the general membership as may be reasonably required from time to time. The details of Board discussions and deliberations in order to make decisions, however, are to be kept confidential to enable full and frank discussion. Once the Board has made a decision, Board members must abide by the majority decision.

Further, the Directors must keep confidential:

- a) the contents of any papers marked as confidential or containing confidential information; and
- b) any other confidential communications between Directors and between Directors and third parties.

Disclosure of such information by a Director may only be made after consultation with the President.



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5.2 Respect

A Director must not be disrespectful towards other Directors or Company employees or make personal attacks on a fellow Director or a member of staff, whether in Board, committee or other internal meetings or in discussions with others or in public statements.

5.3 No prejudicial actions or statements etc

A Director must not engage in conduct, or make any public statement, likely to prejudice the Company's interests or reputation or likely to harm, defame or otherwise bring discredit upon or denigrate the Company or any of the Directors or employees of the Company.

5.4 Dealings with other Directors

A Director must not engage in conduct which is calculated or intended to intimidate other Directors.

6. ALLOCATION OF RESPONSIBILITIES

6.1 President

The President is elected in accordance with the Constitution (see Rules 71--74).

The President is responsible for leadership of the Board, for the efficient organisation and conduct of the Board's function, and for the briefing of all the Directors in relation to issues arising at Board meetings.

The President represents the Company at events, professional and social occasions, as required from time to time.

The President's specific duties are to:

- a) chair Board, and general meetings;
- b) establish the agenda for Board meetings;
- c) ensure Board minutes properly reflect Board decisions;
- d) be the spokesperson for the Company at the general meetings of Members and in the reporting of performance;
- e) be the major point of contact between the Board and the CEO (if an appointed);
- f) regularly review with CEO or in the absence of a CEO other senior staff, progress on important initiatives and significant issues facing the Company
- g) report back to the Board on matters affecting the Company arising between formal meetings; and
- h) be a member of all committees of the Board as appropriate.

6.2 Vice president

The Vice President will undertake the duties of the President in their absence and provide support and assistance to the president in the execution of their responsibilities.

6.3 Chair, Dataset Steering Committee (DSC)



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The chair of the Dataset Steering Committee (DSC) has overarching responsibility for Dataset delivery. Terms of reference for the Dataset Steering Committee describe the specific duties and responsibilities of the DSC.

6.4 Outbound IARC GU dataset liaison

The outbound IARC Genitourinary (GU) Dataset liaison has responsibility for ensuring and maintaining adequate communication with IARC volume and series editors specifically in relation to the GU dataset development.

6.5 Inbound IARC liaison

The inbound IARC liaison is a representative of IARC that sits on the ICCR DSC. Their role is to provide a communication conduit between IARC and the ICCR.

6.6 International educational liaison

The role of International educational liaison is to:

- a) liaise with the International Academy of Pathology (IAP) about educational opportunities worldwide
- b) identify educational opportunities that ICCR may contribute to eg seminars etc

7. BOARD MEMBERSHIP

Please refer to Rules 63-70 of the Constitution for full details. The following is provided to assist in the implementation of the provisions of the constitution.

The first Directors of the Company are persons nominated by each Foundation Member of which there were 5. Foundation Members may nominate up to two directors each. As the Company is incorporated in Australia there is a requirement in the *Corporations Act 2001* (Cth) that at least two Directors are resident in Australia. At the time of incorporation on the Royal College of Pathologists of Australasia elected to nominate 2 Directors. Thus, currently there are 6 Directors of the Company.

- a) The Constitution requires there to be not less than 3 Directors. The Company in General Meeting may resolve to increase or decrease the number of Directors.
- b) A director must be an ordinary or sustaining member.
- c) Sustaining members can appoint a Director to the company
- d) Foundation Member Directors and Sustaining Member Directors do not have a fixed term prescribed in the constitution. It is up to the Members to appoint or remove these Directors.
- e) In the interested of good governance the Foundation and Sustaining Members are encourages to review their Directors every 3 years.
- f) There is a provision for there to be up to 2 Ordinary Member Directors and these are elected at the annual general meeting.
- g) Ordinary Member Directors hold office for a period of 3 years. They are eligible for re-election.
- h) A director must be a current financial member of the Company to remain a director.
- i) The Board may appoint a Chief Executive Officer who is entitled to attend Board meetings



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8. APPOINTMENT OF OFFICE BEARERS

Please refer to Rules 71 -74 of the Constitution

- a) The ICCR Board of Directors (“Board”) will elect a President and Vice-President (“Office Bearers”) from within the Board.
- b) The initial Office Bearers will hold office until the end of the first meeting of the Board held after the first annual general meeting. Thereafter, office bearers will hold office for a period of one year.
- c) Office bearers may be re-elected.
- d) Office bearers are elected by a majority of directors.

9. ICCR BOARD MEETINGS

9.1 Board Meeting Organisation

- Monthly meetings will be held via conference call/web meeting.
- A minimum of 2 face-to-face meetings to be held each calendar year. These face to face meetings will be held to coincide with USCAP and ECP.
- Communications outside these meetings will be via email.

9.2 Board Meeting Attendance

Please see Rules 106-115 of the Constitution for full details

A meeting of the Board will include:

- All directors
- Company secretary
- Public officer
- Chief Executive Officer if appointed
- Secretarial support as required

9.3 Secretariat

Secretariat support to the Board will be via a roster of administrative staff from member organisations.

9.4 Quorum

The quorum for a meeting of the Board is 3 Directors.

9.5 Meeting procedure

- A question arising at a meeting of the Board shall be decided by a majority of the votes of the directors. Each Director is entitled to cast two votes except if a Foundation Sustaining



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Members has nominated 2 Directors in which case each of these Directors only receives 1 vote each. The President, or in their absence the Vice –President, has the casting vote.

- In accordance with Rule 90 the Board is to establish a Dataset Steering Committee to conduct the general business of the Company
- In accordance with Rule 89 the Board may establish local committees board or branches. The Board has elected to from time to time establish subcommittees (specialist forums) on a temporary basis from time to time to assist in the Board’s consideration of specific matters under discussion. Findings/discussion notes from the subcommittee are to be presented to the Board.
- In accordance with Rules 77-82 Directors may appoint Alternate Directors for a specific meeting but shall not attend meetings in the place of the designated representative on a regular basis. Such an appointment needs to be notified to the Board in writing.

10. REPRESENTING THE COMPANY

10.1 Representation

Directors may refer to themselves by their relevant Company title only when representing the Company’s view on an issue.

Titles may not be used when providing personal opinions. Any public statements to be made by a Director on behalf of the Company must be first approved by the President or his/her delegate.

10.2 Use of Company letterhead

Directors may only use Company letterhead when representing the Company on an issue. Company letterhead must not be used by any Director (or other member writing in a personal capacity}0.

11. CONFLICT OF INTEREST

Directors have a duty to disclose any material conflicts of interest- see section 195 Corporations Act. For example, any proposed contract between the Company and any family member or friend of a Director must be disclosed to the Board. The information provided will be assessed by the Board and acted upon according to existing policies and the law.

12. DISPUTE RESOLUTION

If a dispute arises in connection with this Charter, a party to the dispute must give to the other party or parties to the dispute notice specifying the dispute and requiring its resolution in accordance with the provisions of this Charter.

Unless the dispute involves the President, the parties to the dispute must meet with the President within 7 days of a dispute notice being given to try to resolve the dispute.



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Where a dispute involves the President, or, where the dispute is not resolved at the meeting between the parties to the dispute and the President, the dispute is to be submitted to mediation. The mediation must be conducted in Sydney. The Institute of Arbitrators and Mediators Australia Mediation and Conciliation Rules apply to the mediation. If the parties cannot agree upon a mediator, the mediator is the person appointed by the Chair of the New South Wales Chapter of the Institute of Arbitrators and Mediators Australia.