



Advisory Board Charter

OBJECTIVES

The main objectives of the Advisory Board (the "**Board**") are to:

- (i) through advice and guidance, bring a wide range of skills and expertise to the Australian Twin Registry ("**ATR**") to enhance its ability to facilitate and support medical and scientific studies that involve the participation of twins and/or their relatives;
- (ii) protect and balance the interests of all stakeholders in the ATR (the "**ATR Stakeholders**"), including, in particular, the management and employees of the ATR, the Scientific Committee, Australian researchers (as represented by the Scientific Committee), Australian Multiple Birth Association ("**AMBA**"), the volunteers registered with the ATR (as represented by AMBA and those Board Members who are ATR registered twins), the University of Melbourne (as sponsoring institute of the ATR) and the National Health and Medical Research Council ("**NHMRC**") (as the primary source of funding); and
- (iii) ensure that all Australian researchers have fair and equitable access to the facilities of the ATR.

DUTIES AND RESPONSIBILITIES

Advice, Guidance & Expertise

The Board will provide independent advice and guidance to the ATR and the ATR Stakeholders on any and all matters that they wish to bring to the attention of the Board.

In particular, the Board will provide advice and guidance to the ATR on issues relating to:

- (i) currency and suitability of the vision and mission of ATR;
- (ii) the development and execution of strategies to achieve the vision and mission of the ATR; and
- (iii) the sustainability, continuous improvement and growth of the facilities of the ATR, including in relation to governance, organisational structure, operating models, funding, promotion, marketing, advertising, alliances, volunteer recruitment, policies, processes and procedures.

Access Policy and Dispute Resolution

In order to satisfy the requirements of the 'Enabling Grants Access to Facilities Policy' of NHMRC, the Board is also responsible for:

- (i) ensuring that the access policies of the ATR are clear and transparent, and strike the right balance between the interests of all ATR Stakeholders;
- (ii) ensuring that all Australian researchers have fair and equitable access to the facilities of the ATR;
- (iii) publishing and maintaining a dispute resolution process (known as the "**Dispute Resolution Process**") which facilitates the resolution of disputes with respect to the access policies of the ATR; and

- (iv) via a sub-committee of the Board (known as the "**Dispute Resolution Panel**") comprising independent Members, hearing and determining any dispute brought to the Board for resolution in accordance with the Dispute Resolution Process.

THE BOARD'S EXPECTATIONS

Consideration of its advice and guidance by the receiver

The Board expects that any advice or guidance it gives will be carefully and respectfully considered by the receiver and that the receiver will provide the Board with a reasonably detailed explanation if the advice or guidance is not followed.

Access to information and stakeholders

The Board will have unlimited access to information and records of the ATR and to senior management of the ATR and ATR Stakeholders.

Access to external advice

Should the Board decide it reasonably necessary, it will be permitted to obtain independent professional advice, including legal advice. All costs associated with this will be paid by the ATR.

DUTY AND VALUES

Duty

Members of the Board agree that in the exercise of their duties as a Member, they have a duty to, and will, act in the best interests of the ATR Stakeholders taken as a whole.

Values

Members of the Board agree that in the exercise of their duties as Members, they will act in good faith and in an open, honest, professional and courteous manner consistent with the values of the ATR, as published from time to time.

ADMINISTRATION

Composition

The Board will consist of at least six, and no more than ten, members of the Board (the "Members"), the majority of which must be independent (*see 'Independence of Members' below*).

The Board believes the independence of the majority of Board members is of fundamental importance in protecting and balancing the interests of all ATR Stakeholders; and in the fair and equitable resolution of disputes between ATR Stakeholders.

The Board, however, recognises that there are those better placed to provide insight on the needs of the primary stakeholders. For this reason, a nominee of the Scientific Committee and a nominee of AMBA will be invited to serve as Members. Notwithstanding their insight with respect to specific stakeholders, both of these nominees must as Members comply with the duty of Members referred to above (*see 'Duty and Values'*).

Retirement, Resignation, Removal and Replacement of Members

A Member may retire or resign his/her office at any time and is requested to provide written notice to the Board of his/her decision to do so.

The Board may vote to remove Members. If either of the Members nominated by the Scientific Committee or AMBA are removed by the Board, the Scientific Committee or AMBA will respectively be permitted to appoint a replacement. The Scientific Committee and AMBA may, upon written notice to the Chair, replace their respective nominee with an alternate nominee.

In the event that Members retire or are removed from the Board or the Board decides to increase the number of Members to the maximum allowed, the Board will appoint new Members. The Board may, at its discretion seek nominations from the ATR management and ATR Stakeholders. In seeking nominations, the Board will provide detail of the selection process including timetable for selection and the particular expertise it is seeking to complement the expertise of the Board.

Independence of Members

The Board has adopted the following definition of 'independent' with respect to Members:

A Member will be considered independent if he/she meets the following criteria (to the satisfaction of the Board):

- Is not, and has not within the previous three (3) years been, an officer, employee or contractor of the ATR.
- Is not a member of the Scientific Committee.
- Is not a member, officer, employee or contractor of AMBA.
- Is not a supplier to the ATR or an officer, employee or contractor of a supplier or otherwise associated directly or indirectly with a supplier to the ATR.
- Has not directly or indirectly used the facilities of the ATR in the previous three (3) years.
- Has no material contractual relationship with the ATR or any Australian twin researcher.
- Has no other interest or relationship that could interfere with the Member's ability to act in the best interests of the ATR and independently of management and stakeholders of the ATR.

With good cause, the Board may at its discretion determine that a Member is independent notwithstanding that not all of the above criteria are satisfied. Correspondingly, the Board can in appropriate circumstances determine that a Member has lost their independence, notwithstanding that they continue in a formal sense to satisfy all of the above criteria.

Chair

The Board will appoint a Chair of the Board. The Board can elect to appoint one of the Members to be Chair or it may, at its discretion, call for nominations from the ATR, ATR Stakeholders and/or the Members. In seeking nominations, the Board will provide detail of the selection process including timetable for selection and the particular expertise it is seeking to complement the expertise of the current Members.

One of the Members will be appointed Deputy Chair by the Board.

If the Chair of the Board is not present at a meeting of the Board, the Deputy Chair will act as Chair for that meeting.

If the Chair and Deputy Chair are not present at a meeting of the Board, the Members present may elect another Member to act as Chair for that meeting.

The role of the Chair (in collaboration with the Deputy Chair) is to:

- determine the agenda for meetings of the Board in conjunction with the Director of the ATR and the Secretary of the Board;
- chair meetings of the Board and take reasonable steps for the proper functioning of the Board, including ensuring proper conduct of meetings, facilitating an appropriate level of discussion, ensuring that every Member's views are considered, and where possible seeking consensus amongst the Members;
- take reasonable steps regarding the adequate flow of relevant information to, and from, the Board;
- advise the Director of the ATR on the Board's recommendations and determinations on matters falling within the scope of the Board's responsibilities;
- review the minutes of meetings of the Board for circulation to and approval of the Board and sign the approved minutes; and
- act under a delegation of the Board.

The Board may at any time vote to replace the Chair and/or Deputy Chair.

Confirmation of membership

The Board will annually confirm the membership of the Board.

Fees and Expenses

Members will not be entitled to fees for their service on the Board. However, all reasonable expenses (including accommodation, travel and meals) incurred by a Member in execution of his/her duties as a Member will be reimbursed by the ATR.

Periodic Reviews

A review of the Charter and its continuing adequacy will be undertaken by the Board periodically together with periodic, but at least annual, evaluations of the Board's performance and the extent to which the Committee has met the requirements of its Charter. Any proposed amendment to the Charter will be submitted to the Board for approval.

MEETINGS

Frequency of meetings

The Board will hold at least four meetings each year (either in person or by teleconference) and such additional meetings as the Chair deems appropriate in order to fulfil its duties. In addition, the Chair is required to call a meeting of the Board if requested to do so by:

- any Board Member; or
- the Director of the ATR.

So as not to burden the ATR with excessive administrative costs, the ATR will only fund at most two 'in person' meetings each year. The Director may, in his/her discretion, choose to fund additional 'in person' meetings if he/she deems it reasonably necessary.

Attendance by non-members

The Director and Deputy Director of the ATR will be invited to attend Board meetings at the invitation of the Chair but will have no voting rights.

Other parties external to the ATR may be invited to attend any meeting of the Board or part thereof but will have no voting rights.

Non-members of the Board may be asked to withdraw from all or any part of a meeting.

Meetings other than in person

Where deemed appropriate by the Chair, meetings and subsequent advice, guidance and determinations may occur via written resolution or conference call or other electronic means of audio, audio-visual or visual communication.

Secretary

The Co-ordinator of the ATR (or delegate as approved by the Board) will act as Secretary of the Board and will be responsible, in conjunction with the Chair and the Director of the ATR, for drawing up the agenda (supported by explanatory documentation) and circulating the Board papers to Members prior to each meeting. Members may request papers for, or from, any meeting and will be notified in advance of the agenda of forthcoming meetings.

The Secretary will also be responsible for keeping the minutes of meetings of the Board.

Preparation of Minutes

As soon as reasonably practicable following a meeting of the Board, the Secretary will prepare a draft of the minutes of that meeting. The minutes are not intended to be a verbatim transcript of the meeting but rather a true and objective summary of key areas of discussion, any opposing views on an issue and key actions and recommendations.

The Secretary may contact Members to confirm the Secretary's understanding of what was discussed during the meeting. In relation to any matter discussed in a meeting, the Secretary will summarise the issues raised, the majority recommendation of the Board and a summary of any dissenting positions. Likewise, the minutes will clearly summarise any actions the Board, or the Director, agrees to take as well as clearly identify those individuals taking responsibility for the action and the timeframe in which the action is to be completed.

The Secretary will circulate the draft minutes to all Members and will accommodate all return comments in the next draft of the minutes, clearly attributing content to the person who provided it.

Conflicts

At the beginning of each meeting, each Member will declare any conflict of interest he or she may have which has arisen since the last meeting or is likely to arise with respect to the agenda for the present meeting, and which will impact on, or could reasonably be perceived to impact on, his or her ability to fulfil his or her duties in an independent and objective manner in the best interests of the ATR.

No Member is required to restate a conflict which has previously been declared by that Member and recorded in previous minutes.

All members must declare any other conflicts of interest should they occur during the meeting.

Reporting

The Board, through the Chair, will provide advice and guidance to the ATR, and/or make determinations with respect to disputes, on matters falling within the scope of its responsibilities. Such advice, guidance and determinations may be in the form of minutes of its meetings, supporting papers, and written or oral reports to the ATR and ATR Stakeholders. The ATR will distribute such advice, guidance and determinations to ATR Stakeholders as and when directed to do so by the Board (through the Chair).

Quorum

A quorum will consist of five (5) Members.

Voting

A motion shall be passed by a:

- (i) simple majority of votes cast in favour by Members present and eligible to vote; or
- (ii) resolution in writing signed by the majority of Members eligible to vote.

In the event of an equal number of votes being cast for or against a motion, the Chair will exercise a casting vote.

If a Member has a conflict of interest in relation to any motion, he or she must abstain from voting for or against the motion.

Chair, Advisory Board

Approved by the Board on 16 June, 2006