



CQ RAICCHO

MEMBERS' CHARTER

1 Purpose

- 1.1 Each member of the CQ RAICCHO has an important role to play in the success of the mission of the CQ RAICCHO. The purpose of this Charter is to set out the expected standards for the engagement of members in the activities and the good governance of the CQ RAICCHO.
- 1.2 It is the goal of CQ RAICCHO to promote best practice in governance for a community-controlled organisation, and to support this goal it has adopted this Charter.

2 Compliance

- 2.1 Each member of the CQ RAICCHO agrees to comply with this Charter. If a member does not comply with this Charter it may be grounds for expulsion of the member from the CQ RAICCHO in accordance with the Constitution.
- 2.2 The CQ RAICCHO will ensure that its officers, employees and representatives will act in a manner that is consistent with this Charter.

3 Integrity in dealings

- 3.1 Each member must engage with the CQ RAICCHO and its other members, officers, employees and representatives so as to:
 - (a) create an environment of trust and mutual respect;
 - (b) demonstrate honesty and integrity through communications and actions in all the CQ RAICCHO's dealings;
 - (c) seek ongoing improvement in governance, management, operations and personal standards;

- (d) meet the needs and expectations of its stakeholders, and to ensure stakeholders are fully informed as to the true position and performance of the CQ RAICCHO;
- (e) actively support the communities in which the CQ RAICCHO operates and to actively contribute to the needs of those communities;
- (f) support the objectives of CQ RAICCHO;
- (g) comply with the terms of the CQ RAICCHO's Constitution;
- (h) act with courtesy and respect towards other members and the CQ RAICCHO's officers, employees, representatives and clients;
- (i) act fairly, honestly and objectively, striving at all times to enhance the CQ RAICCHO's reputation and performance;
- (j) work with the CQ RAICCHO as is reasonable within their capabilities to assist it to achieve its objectives;
- (k) publicise and positively promote the CQ RAICCHO so as to make its role widely known within its organisation and its community and to the public generally;
- (l) act in good faith with respect to the CQ RAICCHO, to the other members and the other member's members; and
- (m) not act or speak in a way that may be perceived as offensive, bullying, harassment, abusive, discriminatory, criminal, or derogatory.

3.2 The CQ RAICCHO agrees that it will:

- (a) abide by the requirements contained in the CQ RAICCHO Constitution and this Charter;
- (b) act in good faith with respect to the members and their members;
- (c) ensure that its employees, agents, officers, contractors and other representatives involved in any way with the CQ RAICCHO, give full force and effect to, and honour the terms of, this Charter.

4 Legal requirements

4.1 The CQ RAICCHO is committed to complying with the laws and legal and regulatory obligations that apply to the CQ RAICCHO and its activities.

4.2 Accordingly, each member agrees to:

- (a) disclose and manage any direct, indirect, actual, potential or perceived conflict of interest which occurs in relation to the member and the CQ RAICCHO and its activities;

- (b) not directly or indirectly offer, pay, solicit or accept bribes, secret commissions or other similar payments or benefits in relation to the CQ RAICCHO or its activities;
- (c) not divulge any information about the CQ RAICCHO, or any personal information about its other members, officers, employees or representatives, without appropriate authorisation;
- (d) report concerns regarding illegal or criminal conduct or unethical behaviour;
- (e) not do anything that would cause the CQ RAICCHO to be in breach of any law or regulation or would give rise to a legal liability on the part of the CQ RAICCHO.
- (f) abide by the requirements contained in the CQ RAICCHO Constitution and any CQ RAICCHO policies that apply to the member;
- (g) not provide any information to the CQ RAICCHO or its committees which is false or misleading;
- (h) ensure that its employees, agents, officers, contractors and other representatives involved in any way with the member, give full force and effect to, and honour the terms of, this Charter.

4.3 The CQ RAICCHO and the members acknowledge the inherent conflict of interest in the role of the members' nominee directors and, in order to manage this conflict, agree that the role of the nominee directors is to represent the appointing member's interests in deliberations of the Board of the CQ RAICCHO. However, ultimately the nominee director has the same directors' duties as any other director of the CQ RAICCHO, including to act in the best interests of the CQ RAICCHO even where to do so may not be in the best interests of the appointing member.

4.4 The CQ RAICCHO will permit the nominee director to disclose all information relating to the deliberations of the Board of the CQ RAICCHO to the appointing member unless the chair of the CQ RAICCHO indicates that the deliberations on a particular matter are confidential and are not to be disclosed to the appointing member.

5 Conduct of CQ RAICCHO Business

- 5.1 The members have a collective responsibility to help develop and implement policies, processes and systems relevant to the CQ RAICCHO's objectives and to work with the CQ RAICCHO to enable it to meet its objectives.
- 5.2 Without limiting clause 5.1, each member agrees to:
 - (a) work together with the CQ RAICCHO and the other members to:
 - (i) build sustainable programs and services for the prevention and early intervention in healthcare and disease control to;

- A. reduce the impacts of disease;
 - B. improve the delivery of health services
- for Aboriginal and Torres Strait Islander peoples within their communities;
- (ii) maximise the efficiency and effectiveness of application for rural and regional Aboriginal and Torres Strait Islander populations that may benefit from such programs;
- (iii) engender knowledge concerning the prevention and control of diseases amongst rural and regional Aboriginal and Torres Strait Islander populations and to transfer such knowledge into policy and practice to improve the health and well-being of Aboriginal and Torres Strait Islander peoples within their communities;
- (iv) attract, retain and develop the capacity of a suitably resourced research and health provider workforce in the field of rural and regional Aboriginal and Torres Strait Islander health;
- (v) develop research proposals and attract funding for the highest quality research to be carried out with greatest impact on health outcomes for rural and regional Aboriginal and Torres Strait Islander populations;
- (b) assist the CQ RAICCHO to collect authoritative information about health and related social issues relevant to rural and regional Aboriginal and Torres Strait Islander populations and to disseminate it to Aboriginal and Torres Strait Islander peoples within their communities;
- (c) support solidarity in representing the interests of the CQ RAICCHO to external agencies and funding bodies;
- (d) participate in planning undertaken by the CQ RAICCHO including identifying priorities for funding and developing the member's health services, developing, testing and evaluating new models of primary health care delivery to rural and regional Aboriginal and Torres Strait Islander populations;
- (e) assist CQ RAICCHO to develop a coordinated and integrated approach to the planning, development and delivery of primary health care services to rural and regional Aboriginal and Torres Strait Islander populations across the members;
- (f) assist CQ RAICCHO to develop a quality assured support network infrastructure for the rural and regional Aboriginal and Torres Strait Islander communities and commit to an ongoing process of continuous quality enhancement in relation to the member's health service administration, health service programs and governance, as guided by CQ RAICCHO;
- (g) provide assistance as is reasonable within their capabilities to other Aboriginal Community Controlled Health Services;
- (h) work with CQ RAICCHO, the local Divisions of General Practice/Rural GPs, Medicare Locals, Local Health and Hospital Services, private practitioners, allied health service providers and hospitals to improve the coordination and

integration of health care services for rural and regional Aboriginal and Torres Strait Islander populations; and

- (i) provide to CQ RAICCHO such information as it reasonably requires to implement regional planning and monitoring and evaluation processes related to service provision and specific program initiatives amongst rural and regional Aboriginal and Torres Strait Islander populations.

6 Pre-Audits

- 6.1 CQ RAICCHO may at any time on giving reasonable notice undertake an internal pre-audit of the member in relation to:
 - (a) compliance with the terms of its membership of CQ RAICCHO (including this Charter and the CQ RAICCHO Constitution);
 - (b) the administrative and financial management of the member; and
 - (c) the governance of the member,provided that any such pre-audits will be notified to the member's Board and a report of findings given to the board.
- 6.2 The member agrees to provide, and will ensure that its employees, officer, contractors, advisors, representatives and members provide the CQ RAICCHO's CEO, or his or her nominated representative, with full access to all personnel, health service and program delivery, financial and administrative records and minutes of meetings in order to allow CQ RAICCHO to conduct the pre-audit.
- 6.3 CQ RAICCHO must comply with all reasonable security, workplace health and safety and confidentiality requirements of a member when accessing a member's facilities and premises.
- 6.4 The obligations of the member under this clause 6 are subject to compliance with all relevant privacy, regulatory and other applicable laws. The member must provide CQ RAICCHO with all reasonable assistance to enable it to carry out the pre-audit in compliance with those laws (including providing de-identified patient information where that would satisfy applicable laws).

7 Special Meetings

- 7.1 If requested by CQ RAICCHO, the Board of a member must call a meeting of the Board and allow CQ RAICCHO to address that meeting on urgent matters concerning the ongoing operation or viability of the member.
- 7.2 CQ RAICCHO will exercise the authority granted under clause 7.17.1 only when required and only after exhausting all other methods of resolving the matter directly with the member.
- 7.3 If, after the Board meeting, the matter remains a significant matter of concern to CQ RAICCHO and is unresolved, the CQ RAICCHO's CEO may request the company secretary of the member to call a general meeting of the members of the member and allow CQ RAICCHO to address that meeting on those significant

matters that remain unresolved. If required, the Board must take all steps reasonably required to ensure the obligations on the company secretary under this clause are met, including giving any necessary directions to the company secretary in relation to calling the general meeting.

- 7.4 In calling a meeting requested by CQ RAICCHO or the CQ RAICCHO's CEO under clauses 7.1 or 7.3, the company secretary must follow the requirements for calling and holding meetings of the Board and a general meeting, respectively, contained in the member's Constitution.
- 7.5 Each member will use all reasonable endeavours to amend its Constitution to include a provision that requires the company secretary to call the relevant meetings on the request of CQ RAICCHO or the CQ RAICCHO's CEO under clauses 7.1 or 7.3, respectively.

8 Confidentiality

- 8.1 Subject to clauses 8.2 and 8.3, the CQ RAICCHO and each member agree to keep confidential, and not to disclose or misuse any confidential information of the other parties.
- 8.2 The obligation of confidence in clause 8.1 does not apply to:
- (a) confidential information that is required to be disclosed to members under the CQ RAICCHO's Constitution or a member's Constitution or as a result of the Corporations Act;
 - (b) confidential Information that is required to be disclosed by applicable law, or under compulsion of law by a court or Government Agency provided that the disclosing party:
 - (i) discloses the minimum amount of confidential information required to satisfy the law or rules; and
 - (ii) before disclosing any information, gives a reasonable amount of notice to the other party and takes all reasonable steps (whether required by the other party or not) to maintain such confidential information in confidence.
- 8.3 Each member may:
- (a) use the confidential information for the purposes of CQ RAICCHO business only;
 - (b) use the confidential information for the purposes of governing and operating the member;
 - (c) disclose confidential information of the other party:
 - (i) with prior written consent of the other party; or
 - (ii) to the party's officers, agents, professional advisers, employees, contractors and permitted sub-contractors solely for the exercise of rights or the performance of obligations under this Charter.

9 Use of CQ RAICCHO property and assets

- 9.1 A member must not cause any damage to, or the loss or theft of, the CQ RAICCHO's property or assets.
- 9.2 A member must not use the CQ RAICCHO's property or assets for any improper, unauthorised, illegal or derogatory purpose.
- 9.3 A member must not use the CQ RAICCHO's property, assets or personnel for their own personal advantage without the consent of the CQ RAICCHO. This does not apply to a member being a client and user of the CQ RAICCHO's services in the normal course of its business.
- 9.4 The CQ RAICCHO's property and assets include but are not limited to: buildings, motor vehicles, cash, business plans, confidential information, intellectual property, office equipment and supplies.

10 Reporting

- 10.1 A member must report to the CQ RAICCHO in good faith any actual or suspected violation of the obligations, standards, requirements or expectations set out in this Charter.

11 Amendments

- 11.1 The CQ RAICCHO may make changes to this Charter at any time at its discretion through a resolution of the Board.