Data Connect Australia Board

Charter

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1 Overview

1.1 Data Connect Australia was established in 2009 as the Population Health Research Network (PHRN). It has received substantial funding through the Australian Government's National Collaborative Research Infrastructure programs with co-funding from Australian state and territory government agencies and academic partners to provide Australian researchers with access to linkable de-identified data from a diverse and rich range of health datasets, across jurisdictions and sectors.

1.2 Data Connect Australia supports nationally and internationally significant population-based research that will aim to provide policymakers and healthcare providers with better information for decision-making and contribute to improved health care service delivery and health outcomes for Australian communities.

1.3 The Data Connect Australia Board (the Board) will provide oversight and strategic direction for Data Connect Australia.

2 Roles

2.1 The Board will provide oversight and strategic direction for Data Connect Australia. The development, implementation and review of a strategic plan for Data Connect Australia is a priority for the Board. It will also:

2.1.1 Monitor compliance with the requirements of The University of Western Australia's agreements with the Department of Education and The University of Western Australia's agreements with Data Connect Australia Project Participants.

2.1.2 Provide oversight of the development of appropriate key performance indicators and monitor performance against these indicators.

2.1.3 Provide oversight of project and risk management strategies to ensure Data Connect Australia is delivering against the investment and strategic plans.

2.1.4 Provide oversight of financial management including annual budgets and business plans, and allocation of funding in line with the strategic direction of Data Connect Australia.

2.1.5 Facilitate and maintain relationships with all stakeholders.

2.2 The Chief Executive will develop, propose and oversee activities that implement the objectives of Data Connect Australia. The Chief Executive will also provide strategic advice to the Board and act in accordance with the Board's directions.

3 Accountability

3.1 The Board is accountable to The University of Western Australia for ensuring that the activities of Data Connect Australia are in accordance with the Commonwealth Funding Agreement. The University of Western Australia will nominate a delegate as a member of the Board to be the point of contact.

4 Membership

4.1 The Board will comprise a Chair and up to six additional members.

4.2 The Chair will be appointed by The University of Western Australia in consultation with the Department of Education.

4.3 The Chair must be independent of institutions who receive or contribute funds through Data Connect Australia arrangements.

4.4 The role of the Chair of the Board will be to:

4.4.1 Preside at meetings and exercise control as needed to enable the meeting to proceed in an orderly, lawful fashion.

4.4.2 Ensure that the Board provides leadership and vision to Data Connect Australia.

4.4.3 Ensure that the Board has the necessary information to undertake effective decision-making and actions.

4.5 All Board members will be appointed by The University of Western Australia, in consultation with the Department of Education, for their outstanding abilities to guide Data Connect Australia. They will be eminent people able to take a broad, national, collaborative perspective.

4.6 Members should:

4.6.1 Be free from any interest and any business or other relationship which could reasonably be perceived to interfere with the Members ability to act in the best interests of Data Connect Australia.

4.6.2 Support the strategic development of Data Connect Australia in the context of Australia's national research infrastructure.

4.6.3 Approach the role with integrity and a balanced view.

4.6.4 Be able to represent Data Connect Australia to government, stakeholders, and the national and international research community.

4.6.5 Have the time and enthusiasm to devote to the role.

4.6.6 Have a collective mix of skills including:

- Experience in the health and social sciences.
- Experience with the academic sector.
- Experience with the government sector.
- Experience with information technology development at enterprise or system level.
- Experience with AI and/or big data.
- Experience with industry eg pharmaceutical, medical-technology or health-technology.
- Experience with consumer and community participation.
- Data governance.
- Financial management skills.
- Marketing skills.
- National and international contacts to facilitate integration of Data Connect Australia with the broader scientific community.

4.6.7 The membership will include a nominee of The University of Western Australia, and up to five members who have the specific skills, experience and networks necessary to guide Data Connect Australia into the future.

4.6.8 A term of appointment will be three years and the Chair and Members will be able to serve up to two consecutive terms (i.e. a maximum of six years).

4.6.9 Proxy Board Members may not be appointed.

4.6.10 Board members may resign from their appointments to the Board at any time on giving The University of Western Australia at least one month's written notice of resignation.

4.6.11 Members of the Board may recommend to The University of Western Australia by resolution of a two thirds majority of Members to remove any Member of the Board from office.

4.6.12 In addition to any other circumstances in which the office of a Member of the Board becomes vacant, the office of a Member of the Board becomes vacant if that Member of the Board:

- Is not present at two consecutive Board meetings without special leave of absence from the Members and the Members declare his or her seat to be vacant;
- Is directly or indirectly interested in any contract or proposed contract with The University of Western Australia in relation to Data Connect Australia and fails to declare the nature of his interest;
- Is removed from office in accordance with clause 4.6.11; or
- Resigns from office in accordance with clause 4.6.10.

5 Conduct of Board Members

5.1 The Board Members will abide by The University of Western Australia's Committee Members Code of Conduct and Code of Ethics. For more information see the current Code of Conduct policy in the UWA Policy Library.

5.2 Members will abide by The University of Western Australia's Conflicts of Interest Policy and Data Connect Australia Board Guidelines and Procedures for the Management of Conflicts of Interest and Roles. For more information see the current Conflicts of Interest policy in the UWA Policy Library.

5.3 "Conflicts of role arise when an officer is required to fulfil multiple roles that may be in conflict with each other to some degree".[1]

5.4 Where an official has multiple roles, for example an employee of a government agency also is a member of a board, this can place the official in a difficult situation. "The result can be poor performance of one of the roles, at best, and unlawful or improper decision making at worst."[2]

[1] Conflicts of Personal Interest and Conflicts of Role. Guidance Paper No. 6. Australian National Audit Office. July 2003.
[2] Managing Conflicts of Interest in the Public Sector Guidelines. Independent Commission Against Corruption. November 2004.

6 Remuneration of Board Members

6.1 Members will receive an honorarium payment. The amount will be determined by The University of Western Australia.

7 Conduct of Board Meetings

7.1 The Board shall meet on a regular basis, which will normally be four meetings per year. Meetings may be conducted face to face or by teleconference.

7.2 Each Board Member must be given at least 28 days prior written notice of each Board meeting, unless all of the Board Members agree in writing to hold the meeting on shorter notice. The notice must include the list of items of business to be considered at the meeting.

7.3 Agenda papers will be circulated at least seven days prior to meetings.

7.4 A quorum will be four people including the Chair and three other members.

7.5 A resolution of the Board must be passed by a majority of the votes cast by the members of the Board entitled to vote on the resolution.

7.6 Each Board Member is entitled to one vote. Except in relation to matters identified as requiring unanimous decision, Board decisions are to be made by a simple majority vote on a show of hands of the Board Members present at the meeting and entitled to vote. The Chair will have a casting vote.

7.7 The Chair may nominate an Alternate rotating on an annual basis who, if endorsed by the Board, will chair Board meetings if the Chair is unable to attend.

7.8 The Chair may invite any person to attend a Board meeting as an observer.

7.9 The Chief Executive will be in attendance at Board meetings.

7.10 The Board may pass resolutions without holding a meeting. An out of session paper will be circulated and Members can approve by email. The date of the resolution will be the date the last Board member responds.

8 Communication of Board Decisions

8.1 The Chair or the Chief Executive will be responsible for communicating Board decisions to stakeholders as appropriate.

9 Records

9.1 The Data Connect Australia office will serve as secretariat for the Board.

9.2 The Data Connect Australia office will prepare and maintain written records of the Data Connect Australia Board's activities, including agendas and minutes of all meetings.

10 Committees

10.1 The Board may establish one or more advisory committees or working groups to provide advice to the Board on matters outside the experience or expertise of Board Members. If it does so, the following will apply:

10.2 The composition and membership of each committee will be at the discretion of the Board.

10.3 At each Board meeting, the Committee Chair must report back to the Board on the committee's activities and recommendations.

10.4 The Chair may invite one or more members of a committee to attend a Board meeting at which the committee's recommendations are to be discussed.

10.5 Committee members attending a Board meeting will not be entitled to vote unless they are also a Board Member.

11 Complaints

11.1 All complaints will be handled according to The University of Western Australia's complaints policies and procedures. For more information see the current Public Complaints Policy in the UWA Policy Library.

12 Review of Board Performance

12.1 The Board will, on an annual basis, review its performance as well as the performance of individual members. Issues reviewed may include the role of the Board, the performance of the Board in relation to its Charter, the membership and the conduct of Board meetings.

13 Amendments to the Charter

13.1 This Charter may be amended by following the procedure below:

13.1.1 The proposal must be in writing and circulated to all Board members for their consideration.

13.1.2 The views of the members should be discussed at the next scheduled meeting of the Board, and a vote taken at that meeting. Any member unable to attend such a meeting may register his or her views in writing.

13.1.3 The recommended amendment/s will be sent to The University of Western Australia for ratification.

UWA Delegate _____ Date _____