

Becoming a AIOH Foundation Ltd Director

Purpose

The [AIOH Foundation](http://aiohfoundation.org.au) exists to promote sound science and improved understanding of anticipation, recognition, evaluation and control of workplace hazards for all sectors and industries, but particularly for those groups most over represented in occupational disease in Australia.

We aim to work within the wider exposure science community of occupational health nurses and practitioners, epidemiologists, occupational physicians, ergonomists, toxicologists, safety engineers, safety professionals, health physicists and health risk communicators.

Better knowledge, understanding and application of these principles will result in significant advances in the prevention and control of workplace disease.

Constitution

The Foundation is established as a company limited by guarantee, incorporated under the *Corporations Act 2001 (Commonwealth)* ACN 614 388 340.

The structure and operation of the Foundation is governed by its Constitution. A copy of this document is available and should be consulted when you are thinking of applying to be a Director.

Governance

The AIOH Foundation is managed by a small voluntary Board made up of the Chair, Secretary and Board Directors.

Foundation Directors hold a position of trust. Directors must act in accordance with the law, honestly, and in good faith. Once appointed, a Foundation Director's primary duty is to the Foundation, not their employer, another organisation or person. The ACNC provides useful tools and guidance documents for board members; "Governance for Good: The ACNC's "Guide for Charity Board Members" is an excellent starting point. Also recommended are the "ACNC Governance Standards".

The Board meets by teleconference, generally on a monthly basis.

Minutes of Board meetings, financial records, donor records, a register of controlled documents, audit reports and ACNC reports are maintained in a secure Foundation only folder on the AIOH server.

The Foundation has developed a small number of practical policies and procedures to assist it to operate in a transparent, responsible, and ethical manner. These include financial procedures, Privacy and Conflict of Interest policies. These policies are stored in the Foundation's controlled document register.

All Board members are required to document and declare potential, perceived, or actual conflicts of interest, which are managed in accordance with the Foundation's Constitution (Section 8.15) and the Conflict of Interest Policy.

A little about the Foundation

The Foundation is a registered health promotion charity (focussing on workplace health) with the Australian Charities and Not-for-profits Commission (ACNC; <https://www.acnc.gov.au/>).

The ACNC classifies the Foundation as a 'small charity'.

The Foundation is endorsed as a deductible gift recipient (DGR) in its own right. This means it must only apply its income and assets only for the purpose(s) for which it is established.

The Foundation may not operate outside of Australia or its territories.

The Foundation is not registered for GST. It holds income tax and Fringe Benefit Tax (FBT capped) exemptions.

Currently the Australian Institute of Occupational Hygiene (AIOH) is the sole member of the Foundation.

The Foundation has an internal dispute procedure that applies to members, Directors, and the company. This is set out in Section 4 of the Constitution.

Appointment of Directors

The appointment of Directors is governed by Section 8 of the Foundation's Constitution.

Directors must have suitable qualifications skills and experience as determined by the Board to discharge their functions. A Director need not be a member of the AIOH.

Persons who have been disqualified from managing a corporation and are listed in Registers of Disqualified Persons held by the ACNC and by the Australian Securities and Investments Commission (ASIC) will not be eligible for appointment as a Foundation Director.

Directors have a maximum 3 year term renewed annually. They may be re-appointed under certain circumstances; appointments for a shorter term are also possible.

Directors are indemnified to the extent permitted by the *Corporations Act 2001* as set out in Section 9.9 of the Foundation's Constitution.

Each Foundation Director is classified as a 'Responsible Person' by the ACNC.

Reporting

The Foundation as a 'small charity' has an ongoing obligation to report annually to the ACNC by submitting an Annual Information Statement (AIS).

The Foundation periodically provides a report on its activities to the AIOH Council, as well as an annual report of activities and an audited financial report at its Annual General Meeting.

The Annual General Meeting is held during the AIOH annual conference programme.

Directors are expected to attend the AGM.

Relationship with the AIOH

The Foundation was established by the AIOH as a separate legal entity. It is not an extension of the AIOH. No portion of the Foundation's surplus income or asset may be paid or transferred directly or indirectly to the AIOH.

The AIOH and the Foundation have formalised their relationship including a description of mutual support in the form of a Memorandum of Understanding, renegotiated in 2019. A copy of the MOU is available.

Strategic Focus of Operations

The Foundation has a strategic plan that can be found here:

<https://aiohfoundation.org.au/media/2023/01/Strategic-Plan.pdf>. It aims to promote the principles of occupational hygiene as the way to prevent occupational diseases in Australian workplaces.

The Foundation's current focus is in four broad areas:

1. **Advocacy:** to better define the burden of occupational health on the Australian workforce and promote the principles of Occupational Hygiene in the prevention and control of diseases in the workplace.

2. **Advocacy and Support:** for education and training in specific industries where occupational hygiene awareness may be low.
3. **Support:** for research projects that help in the prevention and control of occupational diseases.
4. **Develop Affiliations:** with government agencies, industry bodies and unions to have greater reach into the community. This may include forming working groups and assisting specific areas in workplaces that have little occupational hygiene and support.

The funding of proposals will be assessed using a matrix of criteria including:

- evidence basis
- alignment with our purpose
- impact
- ethics
- emphasis on control of exposure (versus measurement), and
- current relevance.

Financials

The AIOH provides financial support in accordance with the MOU including:

- office administration
- a physical mail address
- audit fees
- server and website hosting
- travel expenses for an independent Director
- bookkeeping and banking services, and
- teleconference and an AGM facility.

Banking systems and payment authorisations are established in accordance with our policies and are consistent with our small size. The Foundation applies cash accounting methods.

A summary of the Foundation's current financial position can be obtained from the Foundation Chair.

Donations to the Foundation are tax deductible for most donors (an advantage conferred by our DGR status). To date, Foundation funds are entirely as a result of generous individual and corporate donations. Fund raising events have not yet been conducted, with pledges from the '3M Night' apron auction being a significant source of donations. Pledge forms are also inserted in conference satchels at AIOH conferences and online donations are accessible electronically via the AIOH membership renewal subscription email and a link on both the AIOH and AIOH foundation internet pages with payments via PayPal.

In principle, the Foundation strives to minimise operating costs so that the majority of funds can be used for identified projects.

Finally, a little bit about you and what you can bring to the Foundation

We are looking for a volunteer to join the Board – a small team of people who meet regularly and works towards the Foundation's goals.

Becoming a Foundation Director is a commitment to giving your time, expertise and passion to reducing the burden of occupational diseases in Australia. We are looking for people who:

- are leaders who will show initiative and take personal responsibility for delivering the Foundation's objectives
- have a drive to advance the principles of occupational hygiene with the aim of preventing occupational diseases

- have experience relevant to occupational hygiene, worker health or occupational diseases
- have previous governance experience or have a background in law or finance or the general administration of a charitable organisation, and
- can quickly build relationships with key stakeholders and who bring with them a strong network in a disease prevention community.

If you have any questions about becoming a Director, please reach out to any of the current Foundation Directors or the Chair.

