

# headspace Governance Charter

24 July 2024

Version 3.0

For further enquiries please contact:

*Company Secretary*

headspace National

Phone: 03 9027 0100

Email: [cosec@headspace.org.au](mailto:cosec@headspace.org.au)

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## Preamble

headspace National Youth Mental Health Foundation Ltd (headspace) is a company limited by guarantee established for the purpose of promoting the improved health and mental health outcomes for young people in Australia, including through the funding of early intervention and prevention programs.

headspace is classified as a health promotion charity and is endorsed as a deductible gift recipient and tax concession charity.

The Commonwealth of Australia through the Department of Health and Aged Care is the principal source of funding for headspace operations.

The headspace Governance Charter and the following three documents form the foundations for the internal governance of headspace:

- a. The headspace Constitution
- b. The Members Agreement
- c. The Commonwealth Grant Agreement “Youth Mental Health: headspace National Office” and variations thereto.

The Board will regularly review the Governance Charter to ensure that it remains appropriate to the needs of headspace as it matures as a company and to the community that it serves.

The Governance Charter will be publicly available and posted on the headspace website.

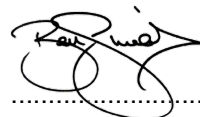
## Vision

All young people are supported to be mentally healthy and engaged in their communities.

## Our desired impact

The young people we serve can access:

- the right support (from the full suite of headspace support);
- support when they need it (timely access); and
- support how they want it (through the medium of their choice).



24 July 2024

**Ben Shields**

Chair

# headspace Board

## Governance

### 1. Board Composition

The Board comprises a minimum of seven and a maximum of nine directors (except during the period of any casual vacancy).

An Executive Officer of the company may be appointed as a director (refer constitution Rule 13.1(d)).

Other headspace employees will attend meetings by invitation.

### 2. Role of the Board

The role of directors is to collectively ensure the delivery of the organisation's objectives, to set strategic direction, and to uphold its values. Directors should collectively be responsible and accountable for ensuring and monitoring that the organisation is performing well, is solvent, and is complying with all its legal, financial and ethical obligations. The role of the Board includes:

- Determine strategic direction of organisation.
- Appointment/dismissal of CEO.
- Monitor organisational performance.
- Manage risk.
- Liaise and engage with stakeholders.
- Demonstrate the value of headspace and monitor the culture of the organisation.

### 3. Role of the Chair

The Chair:-

- Provides leadership to the Board.
- Sets the agenda for Board meetings in consultation with the CEO.
- Chairs Board meetings.
- Is the major point of contact between the Board and the CEO.
- Is the primary representative of the Board in dealings between government and headspace.
- Oversees the CEO performance review together with the Board.
- Oversees and guides the participation of Board Youth Advisors.

### 4. Role of Individual Directors

Directors have a duty to question, request information, raise any issue which is of concern to them, fully canvass all aspects of any issue confronting the company and cast their vote on any resolution according to their own judgement. Directors will keep confidential Board discussions, deliberations, and decisions.

Confidential information received by a director in the course of the exercise of their duties remains the property of the company and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been properly authorised, or is required by law.

## **5. Role of Board Youth Advisors**

For a term of three years, up to two young people who have served as members of headspace participation groups, will be invited to attend and participate in meetings of the Board. Board Youth Advisors participate in meetings of the Board but are not directors of the Board.

The Board Youth Advisors are intended to represent the voice and experience of young people and therefore will ideally be under the age of 25 at the time of appointment.

## **6. Role of the Chief Executive Officer**

Accountable to the Board, the CEO is responsible for managing the operations of headspace to address key management and operational issues within the direction and the policies laid down by the Board. Responsibilities include:-

- Acting as the primary spokesperson for the organisation.
- Developing and implementing organisational strategies and making recommendations to the Board on significant strategic initiatives.
- Setting and demonstrating the values and culture that underpin achievement of the headspace vision and impact.
- Making the appointment of key management personnel in consultation with the Board, appointment and removal of other employees, determining terms of appointment, evaluation of performance, and developing and maintaining succession plans for employees.
- Providing leadership for the development of professional excellence and high standards of conduct for headspace employees.
- Developing the annual budget and managing day to day operations within the budget.
- Maintaining an effective risk management framework.
- Keeping the Board and funding agencies informed about any developments with a material impact on headspace's performance.
- Developing and maintaining key strategic relationships.
- Responsible for the day-to-day operations of headspace in accordance with agreed standards for social, ethical, and environmental practices.

## **7. Role of the Company Secretary**

The Company Secretary is appointed by the Board as a whole and is accountable to the Board, through the Chair, on all corporate governance matters. The Company Secretary's advice and services shall be available to all directors and committees. The Company Secretary will retain independent advisory services at the request of the Board:-

The Company Secretary is responsible for:

- Ensuring that all company secretarial requirements under the Corporations Act, the Australian Charities and Not-for-profits Commission (ACNC) Act, and the headspace Constitution are met in a timely manner.
- Providing secretarial and support services to the Board and its committees.
- Managing the preparation of the headspace annual report and Annual Information Statement.
- Organising the annual general meetings of headspace.
- Maintaining all records of In-Camera session action items and minutes where required.

### 8. Conflicts of Interest

Directors have duties under section 425.25 ACNC Regulation (governance standard 5 – duties of responsible entities), general law and the Constitution in relation to conflicts of interest. In applying these provisions, directors must also have regard to the conflict of interest requirements in any funding agreement with the Commonwealth of Australia and State and Territory funding agreements.

A director's interest in a matter involves a personal interest of some real substance (Interest).

Whether an Interest real or perceived exists depends on the context. It may be a direct or indirect interest, a pecuniary interest or a non-pecuniary interest such as reputation, the opportunity to gain non-pecuniary rewards such as expertise, knowledge or the opportunity to influence policy decisions that may subsequently provide a pecuniary or non-pecuniary benefit.

#### 8.1 Duty of Directors

- A fiduciary duty to act in the best interests of the company as a whole and to place the interests of the company ahead of the director's personal interests or those of another.
- A duty to avoid real or perceived potential and actual conflicts between the interests of the company and the directors' personal interests or those of another.
- A duty to avoid acting in a way which may cause detriment to the company.

#### 8.2 Circumstances Giving Rise to Conflicts of Interest

It is not possible to specify a definitive list of circumstances which give rise to potential and actual conflicts. Each circumstance will be considered on its facts at the time.

Potential for conflicts may arise in determining committee composition, policy decisions, funding program decisions, grant allocations and program evaluations and include, without limitation, circumstances where:-

- The director, or an organisation of which the director is an officer, shareholder, member, employee, consultant or advisor is an applicant for, or receives, funding from headspace.
- The director, or an organisation of which the director is an officer, shareholder, member, employee, consultant or advisor receives or will be entitled to receive, a payment from an applicant for funding from headspace or which receives such funding.
- The director has a parent, partner, child or sibling who is an officer, shareholder, member, employee, consultant or advisor is an applicant for, or receives, funding from headspace.

- The director or the director's organisation acts as the lawyer, accountant, auditor or advisor of an applicant for, or receives, funding from headspace.

### 8.3 Management of Conflicts of Interest

- The Company Secretary will maintain a register of directors' standing Interests in matters relating to headspace.
- Each director has a duty to disclose their Interests and to ensure that their particulars in the Register are current, complete and accurate in all material respects.
- In settling the agenda for a Board meeting, the Chair and the CEO will consider the Register and whether a potential or actual conflict of interest exists for any director in relation to a particular matter. Board papers on that matter will not be distributed to the affected director, who will be informed that certain papers have been withheld because of a potential or actual conflict of interest.
- At each Board meeting, each director will consider whether they have a potential or actual conflict of interest in a matter to be discussed at the meeting that is not recorded on the Register and will disclose that interest to the meeting. The affected director will return to the Company Secretary any Board papers they have received on the matter.
- Where any director has an Interest in a matter to be considered at a Board meeting they will leave the meeting while the matter is being considered and will not vote on the matter.
- This does not apply to matters relating to directors' remuneration, contracts which insure the director against liabilities incurred as an officer of headspace (as long as the contract does not make headspace or a related body corporate the insurer) and all other matters specified in section 425.25 ACNC Regulation.
- The Company Secretary will record in the minutes of the meeting any action taken in relation to the management of a potential or actual conflicts of interest.

### 8.4 Board Committees and Advisory Committees

These provisions apply as far as they can and with any necessary changes to the proceedings, meetings and resolutions of committees.

## 9. Delegations

The Board may delegate any of its powers and functions to a specific director, committees of directors and to management.

The delegation may be set out in the terms of reference of any such committee or the contract of employment of headspace employees.

In addition, the Board may also delegate specific powers for executing contracts and approving expenditure. Such powers will be specified in an instrument of delegation approved by the Board and signed by the Chair of the Board.

The Company Secretary will maintain a Register of any delegation of Board powers and functions.

# Board Functions and Responsibilities

## 10. Primary Functions and Responsibilities

- Ensure compliance with the objects, purposes and values of headspace, and with its Constitution.
- Set or approve policies, plans and budgets to achieve objectives, and monitor performance against them.
- Ensure that the organisation complies with all relevant laws, regulations and regulatory requirements.
- Review and approve the organisation's budget, monitor management and financial performance to ensure the solvency, financial strength and good performance of the organisation.
- Consider and approve audited annual financial statements and directors' report.
- Set and maintain a framework of delegation and internal control.
- Planning for Board and CEO succession.
- Determine CEO and senior management remuneration, as appropriate.
- Set key accountabilities and performance measures for the CEO and undertake, at least annually, a formal review of the CEO's performance against agreed performance measures.
- Review and monitor the effectiveness of risk management and compliance in headspace and agree or ratify all policies and decisions on matters which might create significant risk, financial or otherwise.
- Consider the cultural, social, ethical and environmental impact of all activities and operations and ensure that these are acceptable.
- Continue to evaluate and improve the performance of the headspace Board.

# Board Processes

## 11. Meetings

- The Board will hold not less than six meetings a year and such additional meetings as the directors agree in order to perform its functions.
- A quorum consists of more than half the number of directors.
- Wherever possible, 10 working days' notice shall be given of the date, time and place of Board meetings. Where urgent matters arise, shorter notice may be given.
- Notice shall be given of meetings of any Board committees as laid out in the Terms of Reference, or (where this has not been specified in the Terms of Reference) at the discretion of the Chairs of those committees.
- Notice shall be given of General Meetings according to the provisions specified in the headspace constitution.

## 12. Support and Minutes

The Chair in conjunction with the CEO will settle agendas for Board meetings. The Company Secretary will:-



- Arrange meetings.
- Keep and distribute minutes of each meeting.
- Ensure that minutes and reports are provided to the Board.

### 13. Reporting

The Board will issue the following reports:

- Directors' report, financial report and auditors report annually to the members, the Australian Charities and Not for Profit Commission, with a copy to be posted on the headspace website.
- Reports to the Commonwealth of Australia and any other funding body as required by the terms of the funding agreement.

### 14. Authority

The Board may exercise all the powers of the company except any powers that the Corporations Act, ACNC or the Constitution requires the company to exercise in a general meeting.

The Board may seek explanations and additional information from headspace through the CEO in order to perform its functions. However, the Board should not assume management's operational responsibility for headspace policies, programs and activities.

### 15. Review

The Board will review and amend where appropriate the headspace Governance Charter and the operations of the Board and its committees every two years.

### 16. Committees and Advisory Committees

The Board may establish and terminate Board committees under clause 13.19 of the Constitution and Advisory Committees under clause 18 of the Constitution and set the terms of reference and appoint the members of such committees.

The Board will establish committees to assist the Board in exercising its authority.

The Board has established the following standing committees:-

- Finance and Audit Committee (Board committee)
  - Approved Terms of Reference at Appendix A
- Quality and Clinical Governance Committee (Board committee)
  - Approved Terms of Reference at Appendix B
- First Nations Cultural Governance Committee (Advisory Committee).
  - Approved Terms of Reference at Appendix C

## Board Effectiveness

### 17. Selection of Directors

Pursuant to Rule 13.6 of the Constitution, a Nominations Committee will be established to nominate to the members the appointment or re-appointment of suitable candidates as directors.

## 18. Payments to directors

All payments to directors must be approved by the directors including, but not limited to:

- Reasonable director's fees;
- Out-of-pocket expenses incurred by a director in performing a duty as a director of the company; or
- a service rendered to the company by a director in a professional or technical capacity or as an employee, other than in the capacity as a director of the company, where:
  - the provision of the service has the prior approval of the directors; and
  - the amount payable is not more than an amount which commercially would be reasonable payment for the service.

## 19. Directors' Protection

headspace provides directors and retired directors liability insurance to protect the personal assets of directors against claims brought against them whilst carrying out their duties on behalf of the corporation. headspace has also entered into a Deed of Indemnity, Insurance and Access (Deed) with each director, covering them (to the extent permitted by law) for liability arising from their role as a director of headspace and any related entities. It provides indemnity for any loss arising from a claim as a result of a 'wrongful act' committed by directors in the course of performing their duties on behalf of headspace.

## 20. Board Evaluation

The Chair will, on an annual basis, facilitate a discussion and evaluation of the Board's performance. This will include discussion both collectively and individually about:

- The Board's role, processes and performance;
- The Board's group dynamics and skills set; and
- Other relevant issues.

The Chair will consider the commissioning of an independent evaluation of the Board's performance at least every two years.

## 21. Director Induction

The Chair, in consultation with the CEO and Company Secretary, will arrange a comprehensive induction for new directors and Board Youth Advisors to ensure they are best equipped to undertake their role.

# Document history

## Document information

Category	Current document details
Document owner	Company Secretary
Current author/s	Company Secretary / Directors
Status	Final
Timeline for revision	Biennial
Storage	harold/Policy Centre

## Revision history and document approval

Issue date	Version	Summary of changes	Approved by	Date
19/2/19	1	Full review and redevelopment of the Charter.	Board	17/10/18
25/5/21	2	Review of Charter to remove reference to headspace Services Ltd and update Terms of Reference for the Quality and Clinical Governance Committee.	Board	25/5/21
24/7/24	3	Review of Charter in the context of amendments to the headspace Constitution on 7 December 2023 and review Board Youth Advisor participation on the Board.	Board	24/7/24

**END OF DOCUMENT**

## FINANCE AND AUDIT COMMITTEE

### TERMS OF REFERENCE

#### 1. Background

- 1.1 At its meeting on 5 October 2016, the Board of headspace National Youth Mental Health Foundation Ltd (headspace) resolved to establish a Finance and Audit Committee (the Committee).
- 1.2 The Committee will be known as the Finance and Audit Committee.
- 1.3 The Committee is a Board committee pursuant to Rule 13.19 of the headspace constitution.

#### 2. Membership

- 2.1 The Committee will comprise three headspace directors, with a Chair determined by the Board on advice from the Committee.
- 2.2 Any headspace Board member may attend meetings of the Committee.
- 2.3 Copies of the agenda and papers for Committee meetings will be circulated to all headspace Board members.

##### Other attendees

- 2.4 The headspace Chief Executive Officer, Chief Operating Officer and Chief Financial Officer, and other members of senior management as required, will not be members of the Committee but will attend all Committee meetings unless access is restricted for specific purposes.
- 2.5 The Committee may invite any person to attend all or part of a meeting.
- 2.6 A Board Youth Advisor will be invited to attend meetings of the Committee.

#### 3. Role

- 3.1 The role of the Committee is to assist the Board to meet its responsibilities in relation to financial reporting, legal and regulatory obligations; internal control and risk management arrangements; and external audit functions of headspace.
- 3.2 The role of the Committee is to make recommendations to the headspace Board, which has the sole responsibility for strategy and material decision making.
- 3.3 The Committee may approve policies as set out in the Policy and Procedure list (last reviewed March 2023) and which is reviewed annually by the Board.

#### 4. Functions

The primary functions of the Committee are to:

## **Financial oversight**

- 4.1 Monitor the financial performance of headspace, including by receiving and reviewing regular reports on financial and operational performance.
- 4.2 Consider the proposed annual budget and make recommendations to the Board about its adoption;
- 4.3 Make recommendations to the Board about proposed expenditure which is outside the Board-approved annual budget;
- 4.4 Oversee the annual financial reporting process and review management accounts and statutory accounts for adoption by the Board.

## **Working with external auditor**

- 4.5 Recommend to the Board the appointment of an external auditor and review the appointment and scope of work annually;
- 4.6 Discuss with the external auditor any problems encountered during the audit work, including any restriction on audit scope or access to information;
- 4.7 Ensure that significant findings and recommendations made by the external auditor and management's proposed response are received, discussed and acted on appropriately;
- 4.8 Discuss with the external auditor as necessary the appropriateness of applicable accounting standards.

## **Internal controls and financial risk**

- 4.9 Make recommendations to the Board about key organisational policies relating to financial or audit matters requiring Board approval;
- 4.10 Monitor internal controls, delegations and financial risk management practices of headspace and report on their adequacy to the Board at least annually; and
- 4.11 Review material incidents or breaches of internal controls and delegations, oversee the effectiveness of any required corrective action and make recommendations to the Board as appropriate.

## **5. Meetings**

### **Frequency**

- 5.1 The Committee will meet at least quarterly either face-to-face or by technology.

### **Quorum**

- 5.2 A quorum consists of two members of the Committee.

### **Support and minutes**

- 5.3 The company secretary (or nominee) will:

- 5.3.1 in conjunction with the Chair of the Committee, CEO and CFO, settle agendas for and arrange meetings;
  - 5.3.2 distribute agendas and supporting papers to members of the Committee at least a week before the relevant meeting;
  - 5.3.3 keep and distribute minutes of each meeting and ensure that minutes and reports are provided to the Board.
- 5.4 If the Committee meets without the presence of the company secretary (or nominee), the Chair is responsible for ensuring that a written record of the meeting is made.

## **6. Annual report of headspace**

- 6.1 The headspace annual report will include a governance statement detailing:
- 6.1.1 the names and qualifications of the members of the Committee;
  - 6.1.2 the number of meetings of the Committee; and
  - 6.1.3 the number of Committee meetings attended by each member.

*Reviewed by the Committee on 26 February 2024.*

*Approved by the Board on 27 March 2024..*

# Quality and Clinical Governance Committee Terms of Reference

**07 December 2023**

Version 2.0

For further enquiries please contact:

*Kerry Costanzo – Company Secretary*  
*KCostanzo@headspace.org.au*  
headspace National

# 1 Background

- 1.1 At its meeting on 5 October 2016, the Board of headspace National Youth Mental Health Foundation Ltd (headspace) resolved to establish a Model Integrity and Innovation Committee (the Committee).
- 1.2 The Committee will be known as the Quality and Clinical Governance Committee.
- 1.3 The Committee is a Board committee pursuant to Rule 13.19 of the headspace constitution.

## 2 Purpose

headspace is committed to ensuring the quality and safety of its clinical programs. Continuous quality improvement, effective management of clinical risk and robust clinical governance mechanisms are essential to providing services aimed at improving the mental health and wellbeing of young people and their families. The purpose of the QCGC is to support the Board with its governance responsibilities by ensuring effective and accountable systems are in place to monitor and improve the quality and the effectiveness of services provided by headspace National. In fulfilling its responsibilities, the Committee will observe and promote the core organisational values of inclusion, collaboration, agility and excellence.

## 3 Membership

- 3.1 The Committee will comprise at least three headspace directors, with a Chair determined by the Board on the advice of the Committee.
- 3.2 Appointed headspace directors are the only voting members of the Committee.
- 3.3 Any headspace director may attend meetings of the Committee.
- 3.4 Copies of the agenda and papers for Committee meetings will be circulated to all headspace directors.

### Other Attendees

- 3.5 The headspace Chief Executive Officer, Chief Operating Officer, Chief Scientific Adviser, Executive Director Clinical Practice, and other members of senior management as required, who currently attend committee meetings unless access is restricted for specific purposes, will not be members of the Committee.
- 3.6 The Board may from time to time appoint additional external members to the Committee who are identified as having the relevant skills and experience to add value to the committee. Such appointments will be for a term of 12 months but may be extended for two additional 12-month terms.
- 3.7 The Committee may invite any person to attend all or part of a meeting.



- 3.8 Where appropriate, up to two members of the headspace Youth National Reference Group will be invited to attend meetings of the Committee.
- 3.9 Where appropriate, a member of the Family Reference Group will be invited to attend the meetings of the Committee.
- 3.10 A Board Youth Advisor will be invited to attend meetings of the Committee.

## 4 Role

- 4.1 The Committee will oversee the development and review of the headspace quality policy and ensure that a clinical governance framework, consistent with the quality policy, is in place to:
  - 4.1.1 identify and address problems with the quality or effectiveness of those direct clinical services;
  - 4.1.2 continuously improve the quality of direct clinical services and to foster innovation; and
  - 4.1.3 monitor reporting of clinical risk.
- 4.2 The Committee will oversee and monitor the development and implementation of the headspace Model Integrity Framework (hMIF) in accordance with the headspace Trade Mark Licence Deeds.
- 4.3 The Committee will oversee and monitor strategies relating to enhancing quality of care at headspace centres.
- 4.4 The Committee will monitor notifiable incidents and complaints.
- 4.5 The role of the Committee is to make recommendations to the headspace Board, which has the final responsibility for all policy, strategy and material decision making.

## 5 Meetings

### Frequency

- 5.1 The Committee will meet at least quarterly either face-to-face or by technology.

### Quorum

- 5.2 A quorum consists of two members of the Committee.

### Support and Minutes

5.3 The company secretary (or nominee) will:

5.3.1 in conjunction with the Chair of the Committee, settle agendas for and arrange meetings;

5.3.2 distribute agendas and supporting papers to members of the Committee at least a week before the relevant meeting; and

5.3.3 keep and distribute minutes of each meeting and ensure that minutes and reports are provided to the Board.

5.4 If the Committee meets without the presence of the company secretary (or nominee), the Chair is responsible for ensuring that a written record of the meeting is made.

## 6 Annual report of headspace

6.1 The headspace annual report will include a governance statement detailing:

6.1.1 the names and qualifications of the members of the Committee;

6.1.2 the number of meetings of the Committee; and

6.1.3 the number of Committee meetings attended by each member.

## 7 Document history

### 7.1 Document information

Category	Current document details
<b>Document owner</b>	Kerry Costanzo Company Secretary
<b>Current author/s</b>	Kerry Costanzo Company Secretary
<b>Status</b>	Final
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<b>Storage</b>	harold Committee Page

### Revision history and document approval

Issue date	Version	Summary of changes	Approved by	Date
<b>19 Aug 2020</b>	1.0	Reviewed annually since issue date without change		
<b>07 Dec 2023</b>	2.0	Review	Board	07 Dec 2023

**END OF DOCUMENT**

# APPENDIX C



## First Nations Cultural Governance Committee

Terms of Reference

19/01/2024

Version 1.0

For further enquiries please contact:  
*Company Secretary – Kerry Costanzo*  
headspace National  
Phone: 03 9027 0100  
Email: [kcostanzo@headspace.org.au](mailto:kcostanzo@headspace.org.au)







## • mind • body • spirit • culture • country

headspace would like to acknowledge Aboriginal and Torres Strait Islander peoples as Australia's First People and Traditional Custodians. We value their cultures, identities and continuing connection to country, waters, kin and community. We pay our respects to Elders past and present and are committed to making a positive contribution to the wellbeing of Aboriginal and Torres Strait Islander young people, by providing services that are welcoming, safe, culturally appropriate and inclusive.







## · mind · body · spirit · culture · country

**Artwork by: Riki Salam - we are 27 creative**

We are connected, red desert sands bring winds of change,  
Kookaburra calls in a brand new day, sunlight breaks through, igniting passions.  
Pathways lead back to Country we are complete, rhythmic sounds guide us through.  
Fire transforms, seed cracks, bottlebrush blossoms we are renewed, Culture is strong.  
Mountains form, rivers flow to turquoise seas, freshwater - saltwater  
Earth is renewed seasons complete, our knowledge is shared wisdom is imparted.  
This is our place to grow, we are strong, we are connected.

Beginning at the centre of the artwork the 'U' shaped symbols represent two people seated talking, discussing, yarning. Surrounding them are dots that represent their lives and issues that they are dealing with both good and bad. Larger dots lead along a clear pathway with lines radiating outward representing hope, woven lines strengthen bonds. The surrounding concentric circles represent each State and Territory where headspace are present, supporting young people to live better lives. The circles are connected, knowledge is shared wisdom is imparted, minds are strong, Country is strong when people are strong and connected to Culture.

These elements together form a map of the Human brain and also a map of Country and Culture. When your mind is Strong and your Country and Culture is strong, Cultural pathways radiate outwards and lead to and from the central motif, (Human brain) back to Country and back to Culture that renews and strengthens us.



## 1. Background

headspace National has made a firm strategic commitment to ensure the headspace model of care is safe and appropriate for First Nations young people and families.

This commitment is strengthened by the evidence and recommendations from the:

- Embedding Cultural Practice and Safety Report.
- Evaluation of the National headspace Program.
- 2020 National Agreement on Closing the Gap.

Foundational to the success of this work will be a coordinated and collaborative approach underpinned by strong organisational cultural governance where First Nations expertise and leadership are valued.

At the headspace Board meeting on 18 October 2022 headspace Directors endorsed the establishment of a First Nations Cultural Governance Board Committee.

The Committee is an advisory committee pursuant to Rule 17 of the headspace constitution.

## 2. Purpose

The Committee will provide:

- 2.1 Informed and expert advice to the Board and Board Committees on embedding cultural safety and model innovation to meet the needs of First Nations communities.
- 2.2 First Nations leadership and diverse representation regarding headspace service delivery to First Nations young people, families, and communities.
- 2.3 Guidance on culturally governed processes and protocols, particularly in the establishment of partnerships; and
- 2.4 A commitment to engaging with young people, family and community.

## 3. Cultural Governance

Cultural governance will guide headspace's commitment to the self-determination of First Nations people. Self-determination is defined as the right of First Nations people to determine their own social, economic, and cultural futures.

A definition of Cultural Governance in the context of headspace as a mainstream national youth mental health organisation will be developed by the First Nations Cultural Governance Committee and the Terms of Reference will be amended accordingly.

## 4. Membership

- 4.1 The Committee will be chaired by a First Nations identified member of the headspace Board.

*Uncontrolled when printed*

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- 4.2 The Committee will have two positions reserved for First Nations young people.
- 4.3 Up to four First Nations external members will be appointed to the Committee.
- 4.4 It is expected that members will attend all meetings and send apologies in advance if they cannot attend a meeting.
- 4.5 Appointments will be for a term of three years.
- 4.6 In addition to the Chair, up to two other Board members will attend meetings of the Committee. These representatives will be nominated by the headspace Board.
- 4.7 The headspace Executive Director First Nations Wellbeing and Engagement will attend all meetings unless restricted for specific purposes.
- 4.8 Chief Executive Officer, Chief Operations Officer, Executive Director Clinical Practice, Executive Director Strategic Communications and Marketing will not be members of the Committee but may attend Committee meetings unless restricted for specific purposes.
- 4.9 The Committee may invite any person to attend all or any part of the meeting.
- 4.10 The Board may from time to time appoint additional external members to the Committee who are identified as having the relevant skills and experience to add value to the Committee. Such appointments will be for a term of 12 months but may be extended for two additional 12-month terms.

### 5. Roles and Responsibilities

The Committee will:

- 5.1 Be accountable for the oversight, and monitor implementation, of the headspace National First Nations Strategy.
- 5.2 Provide strategic advice and guidance to the First Nations Wellbeing and Engagement division.
- 5.3 Ensure strategic priorities are met in alignment with First Nations Principled Approach (see Appendix 1).
- 5.4 Provide guidance and insight on the development and innovation of the headspace model in alignment with headspace's commitment to ensuring safe and appropriate care for First Nations young people and families.
- 5.5 Make recommendations to the headspace Board, which has the final responsibility for all policy, strategy and material decision making.

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## **6. Committee and Board Connection**

6.1 Through the Committee Chair, an open dialogue will be maintained between the Committee and the headspace Board to ensure the unique offering of the Committee’s cultural knowledge and authority will inform decision making.

6.2 The Committee and the headspace Board will aim to hold a joint meeting at least once per calendar year.

## **7. Meetings**

### **Frequency**

7.1 The Committee will meet at least quarterly face-to-face and/or via videoconference and at least once a year face-to-face.

7.2 Duration of meetings will be 2 hours but may be extended from time to time with the agreement of Committee members.

### **Quorum**

7.3 A quorum consists of 3 members of the Committee and a headspace Director.

### **Support and Minutes**

7.4 The Company Secretary or nominee will:

- In conjunction with the Chair of the Committee, settle agendas for and arrange meetings.
- Distribute agendas and accompanying papers to members of the committee a week before the relevant meeting.
- Keep and distribute minutes of each meeting and ensure that minutes and reports are provided to the Board.

7.5 If the Committee meets without the presence of the Company Secretary (or nominee) the Chair is responsible for ensuring that a written record of the meeting is made.

## **8. Adoption and Amendment**

8.1 These Terms of Reference were endorsed by the Board on 15 February 2023.

8.2 These Terms of Reference will be reviewed by the Committee annually.

8.3 Variation to these Terms of Reference must be endorsed by the Board.

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9. Document History

9.1 Document information

Category	Current document details
<b>Document owner</b>	Company Secretary – Kerry Costanzo
<b>Current author/s</b>	Company Secretary – Kerry Costanzo
<b>Status</b>	Final
<b>Timeline for revision</b>	Annual
<b>Storage</b>	harold Committee Page

9.2 Revision history and document approval

Issue date	Version	Summary of changes	Approved by	Date
<b>19 Jan 2024</b>	1.0	New TOR	Board	16/02/2023
		Reviewed and amended by FNCGC	FNCGC	25/08/2023
		Amendments approved by the Board	Board	07/12/2023

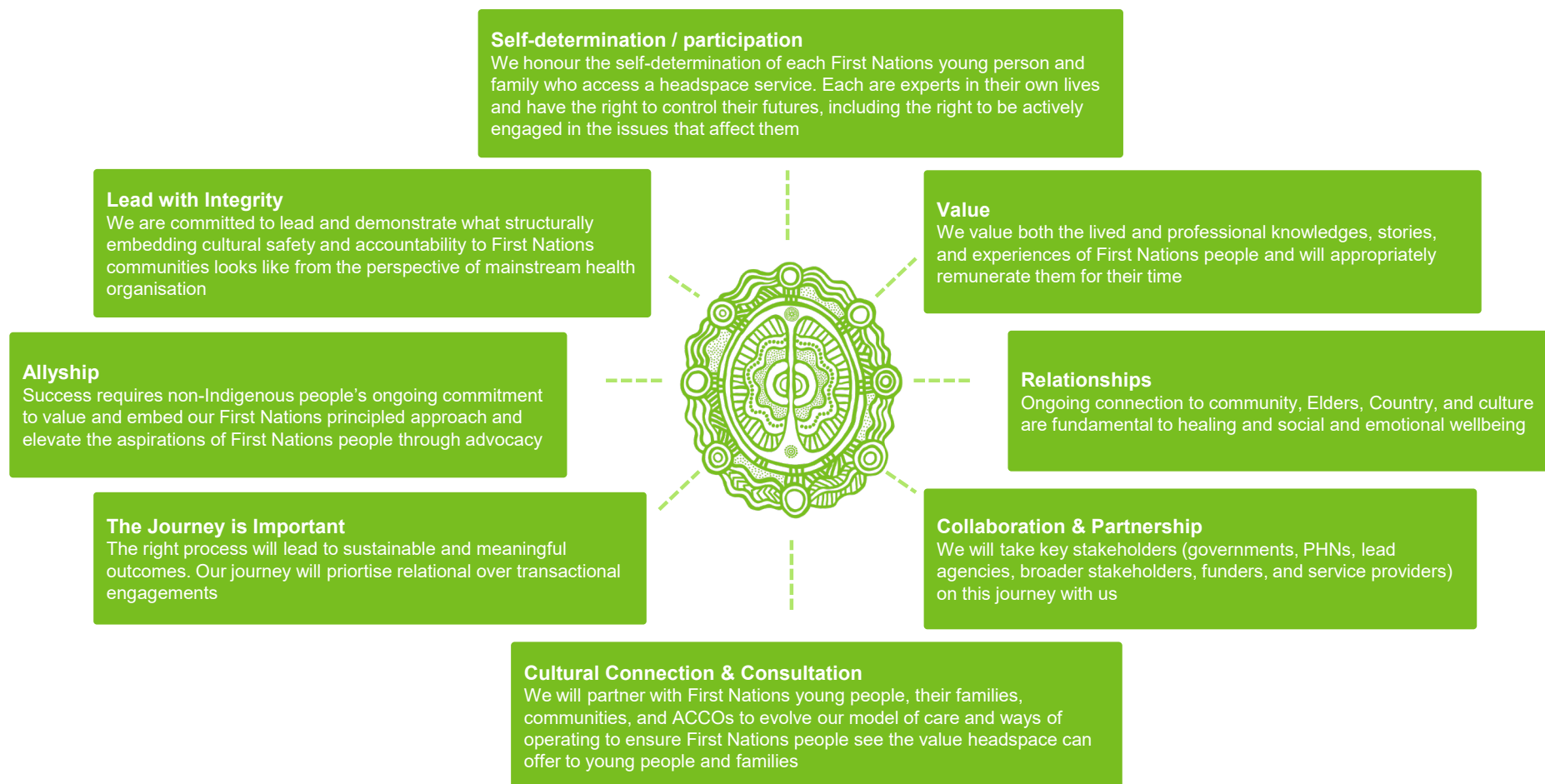
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## Appendix 1 First Nations Principled Approach

headspace’s First Nations Principled Approach is a series of **eight principles the organisation, its workforce, and systems, commit to ensure it provides culturally safe practices and services** for First Nations young people, their families, communities, and staff. They align with headspace’s Values and together enable headspace to realise its Vision ‘All young people are supported to be mentally healthy and engaged in their communities’.



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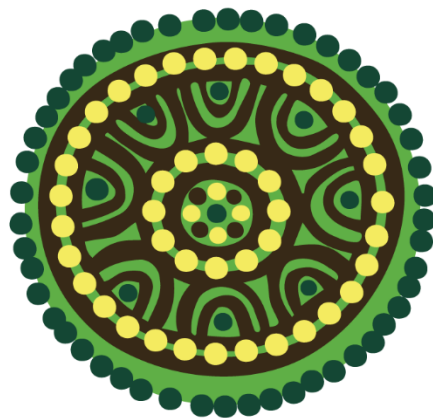
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## • mind • body • spirit • culture • country

headspace would like to acknowledge Aboriginal and Torres Strait Islander peoples as Australia's First People and Traditional Custodians. We value their cultures, identities and continuing connection to country, waters, kin and community. We pay our respects to Elders past and present and are committed to making a positive contribution to the wellbeing of Aboriginal and Torres Strait Islander young people, by providing services that are welcoming, safe, culturally appropriate and inclusive.