

Membership Policy

Document Title	Membership Policy
Classification	Public
Published Date	13/04/2023
Next Review Date	12/04/2024
Review Period	1 Year
Policy Type	Governance

01. Purpose

The Constitution of Latrobe Health Services Limited (Latrobe) provides that the board of directors (Board) may admit a person as a general member of Latrobe, provided that the person:

- is not less than 18 years of age at the date of appointment;
- has subscribed to Latrobe’s Member Charter;
- is the holder of a Hospital Policy offered by Latrobe; and
- is not an officer or employee of Latrobe or a related body corporate of Latrobe at the time of appointment.

The Board may invite eligible persons to become general members of Latrobe. An eligible person becomes a general member (after being invited to become a general member by the directors) upon receipt of the members’ signed terms of appointment letter (in the approved form) by the directors.

The objective of this Policy is to guide the Board in inviting eligible persons to become general members, based either on consideration of an expression of interest submitted by the person, or on the directors’ own volition.

02. Scope

This Policy applies to the process of recruiting (if applicable), checking and appointing general members of Latrobe, being members who are not also directors. The directors will actively manage the general membership of Latrobe (considered as a whole) in order to develop and maintain a general membership which makes a valuable contribution to Latrobe’s governance and represents a credible ‘proxy’ for the views of Latrobe’s policyholders as a group.

03. Policy Statement

Latrobe's focus on policyholders and commitment to mutuality means that Latrobe's policyholders should feel a sense of ownership and commitment to Latrobe, that Latrobe fosters an environment of community, and that Latrobe is an active participant in that community. Additionally, the Board values the oversight and accountability provided by an active, engaged, informed membership.

To further this purpose, the Board has approved this policy for the recruitment (if applicable), checking and appointment of general members of Latrobe, in order to:

- ensure that the considerations applied by the Board are explained openly and transparently (noting, however, that *individual* appointment decisions involve a degree of discretion by the Board and are not analogous to decisions to appoint employees or officers);
- set out the key criteria and skills that Latrobe values in its members; and
- provide guidance to Latrobe's policyholders as to how general members are selected from amongst their number, particularly given Latrobe's commitment to mutuality and as the members are representing the interests of Latrobe's policyholders as a group.

04. Conduct and Qualifications

The Board aims for a mix of characteristics and skills across the general members (considered as a whole) including but not limited to the following:

- connection to and/or a history of service in the communities where Latrobe's policyholders live and work;
- promotion of good health in communities, or in groups within communities, which may include service to such communities as a healthcare professional, social services professional or administrator;
- experience relating to corporate governance, and/or the operation of private health insurance business and health related business;
- experience relating to health innovation, research and/or development; and
- commitment to the principle of mutual assistance and community development which may (for example) be demonstrated by participation/volunteering in community groups which share this ethos.

Before admitting a person as a general member of Latrobe, the Board must determine that the person is fit and proper to be a general member and will be able to discharge the duties and responsibilities of a member as set out in the Member Charter. For the purposes of making this determination, the Board will assess the person's character, competence and experience relative to the characteristics and skills described above, and the duties involved, including whether the person:

- possesses the necessary skills, knowledge, expertise, diligence and soundness of judgment to undertake and fulfill the duties and responsibilities of the role; and
- has demonstrated the appropriate competence and integrity in fulfilling occupational, community/volunteer, managerial and/or professional responsibilities previously.

The Board shall also consider whether the person's skills, expertise and personal qualities will complement the general members' effectiveness having regard to the characteristics of the then-existing general members and the need for balance across the membership, the aims of membership as set out in the Member Charter, and the characteristics of Latrobe's policyholders as a group (for example, as to their geographic location and demographic diversity).

The Board will also seek to ensure that the person has not:

- been subject to adverse findings in relevant criminal or civil proceedings or subject to other relevant disciplinary proceedings (including by a professional or regulatory body);
- knowingly breached a fiduciary obligation or been involved in practices that are negligent, deceitful or otherwise improper; or
- if the person has previously been a member, employee, director, officer or other Responsible Person of Latrobe or its subsidiaries, breached the members' Code of Conduct (set out in the Member Charter) or Latrobe's Fit and Proper Person Policy, or been dismissed for misconduct,

(each a Prohibited Action).

To support its determination, the Board may request from a potential general member, and may consider, information relating to the person's background, skills and experience and may seek a certification from the relevant person that they have not committed any of the Prohibited Actions. The Board may also seek the assistance of an external search organization as appropriate.

Where information to aid in the Board's decision is collated, it will be held securely for each general member (or potential general member) consistent with Latrobe's privacy principles and procedures. The Board will avoid the collection and unnecessary disclosure of personal information which is surplus to the intent of this Policy.

If any subsequent information becomes available that any person covered by this Policy no longer meets the above criteria, the Chair of the Board must be advised.

05. Identification of potential members

In identifying suitable candidates for general membership, the Board may consider any person who meets the eligibility criteria for general membership set out in Latrobe's Constitution (and repeated in this Policy). The Board will review and consider any valid expressions of interest received by Latrobe, but the Board is not required to use the expressions of interest received as the sole method of identifying potential candidates.

The Board may, from time to time, authorise one or more individual directors, and/or one or more senior employees of Latrobe, to identify suitable eligible persons and approach such individuals to gauge their interest in becoming a general member of Latrobe. Without limitation, this recruitment exercise may be authorised with the aim of filling a 'gap' or correcting an imbalance in the general membership perceived by the Board at the relevant time, having regard to this Policy.

06. Responsibility

The Board, with the assistance of the Company Secretary, is responsible for the implementation of this Policy.

07. Latrobe Health's website

The Board shall instruct Latrobe to publish the following documents on the Latrobe website:

- a copy of this Membership Policy;
- a copy of the Member Charter; and
- a form for expressions of interest in general membership, that may be completed and submitted by eligible persons who wish to indicate their interest in becoming a general member of Latrobe.

The Board shall instruct Latrobe to publish an updated version of any document promptly after the Board approves an update to such document.

08. Definitions

Responsible Person: persons who are responsible for the management and oversight, and whose activities may materially affect the business.

09. Related Policies and References

- Corporations Act 2001 (Cth)
- Latrobe Health Services Constitution, 2020
- Fit and Proper Policy
- Member Charter
- Conflict of Interest Policy