



**AURORA ENERGY PTY LTD**

**BOARD CHARTER (v10.0)**

<b>REV NO.</b>	<b>DATE</b>	<b>REVISION DESCRIPTION</b>	<b>APPROVAL</b>
7.0	31 July 2014	Revisions required to reflect restructured Business and amended Constitution	Board
7.1	10 Oct 2014	Complete revision to reflect amendments to Constitution, 3 <sup>rd</sup> edition of ASX Corporate Governance Principles and Tasmanian Government Corporate Governance Principles (Oct 2008)	
7.2	17 Oct 2014	Chairman's Review	
7.3	20 Oct 2014	CEO's Review	
8.0	30 Oct 2014	New version tabled at Board meeting	Board
9.0	25 Feb 2015	Amend Section 2: Independence (page 3). Approval provided via agenda item 10b in February Board meeting. ( <i>Note: review date of Dec 2017 retained</i> )	Board
10.0	30 Nov 2016	Various amendments following consideration at the Board Induction workshop in October 2016	Board

**Next review due:**

**November 2019**

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## Aurora Energy Pty Ltd

### Board Charter

#### 1. Introduction

The Board's duties, functions, roles and responsibilities are governed by Corporations Law, *Electricity Companies Act 1997*, the *Electricity Reform Act 2012*, and the Company's Constitution.

From time to time, the Board may have additional responsibilities under specific directions from its shareholders, usually in the form of Letters of Expectations or Shareholders' Guidelines as allowed by the Constitution or promulgated under various other Tasmanian Government Acts.

The Board Charter represents the Board's broad terms of reference and the areas of governance practice in which it has discretion.

#### 2. Board Structure

##### ***Board Composition***

The Constitution prescribes the size of the Board to be between three and five directors, including the Chairperson. Directors are generally appointed for terms of three years while the Chairperson is appointed by Shareholders at each annual general meeting.

The Company's formal governance arrangements do not specify the need for a majority of independent directors. However, the Board endorses the practice of Aurora Energy's shareholders to appoint directors with the skills, experience, diversity and capacity to contribute to the overall balance of the Board to enable it to discharge its duties effectively.

The Constitution allows the Chief Executive officer (CEO) to be appointed by the shareholders as an executive director within the permitted maximum number of directors.

##### ***Independence***

Independence is generally defined as a director who is free to exercise independent judgement and act in the best interests of the Company as a whole.

In recognition of the additional value independent directors can contribute to the Board, the Board will establish the status of independence of each new Director on commencement and record this in the Standing Register of Directors' Interests.

Directors will advise the Board of any change in circumstances that may affect the assessment of independence. The Board may request a reassessment of the independence of any director at any time and, if changed, record the new status.

The status of each Director's independence will be disclosed in the Annual Report.

It is widely accepted that the assessment of independence should consider the following factors:

- is a non-executive director of the Company;
- is not an officer of, or otherwise associated directly with, a substantial shareholder of the Company;
- whether, within the last three years, the director:
  - has been employed in an executive capacity by the Company or another closely-related entity;
  - has been appointed as a director of the Company after ceasing to hold any senior executive position with the Company or another closely-related entity;
  - has been a partner, principal, executive director or senior executive of a material professional adviser or a material consultant to the Company or a closely-related entity, or an employee materially associated with the service provided;
- is not a material supplier, material customer or competitor of the Company or a closely-related entity, nor a director or an officer of or otherwise associated directly or indirectly with a material supplier, material customer or competitor;
- has no material contractual relationship with the Company or closely-related entity other than as a director of the Company;
- is free from any interest, and any business, family or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the Company;
- has not served on the Board of the Company or another closely-related entity for a period which could, or could reasonably be perceived to, materially interfere with the director's ability to exercise independent judgement and act in the best interests of the Company.

The assessment of 'Materiality' will be based on the principles contained in Australian Accounting Standard AA5.

### ***Directors' Interests***

Avoiding conflicts of interest is an ongoing obligation for directors. Where a conflict or perceived conflict cannot be avoided, the director will manage it to ensure it does not interfere with the best interests of the Company.

Corporations Law and the Company's Constitution require directors to disclose any material personal interest in a matter that relates to the business of the Company.

The Company Secretary maintains a Standing Register of Directors' Interests in accordance with S192 of *Corporations Act 2001* (Cth). The register will be tabled at least annually to the Board, and each time a new director is appointed. A current version of the register is always available to each director on request to the Company Secretary.



Directors will disclose, in a timely manner, to the Company any new interests or changes to existing interests that may affect the discharge of their duties.

Board and Committee meeting agenda will include an invitation to directors to disclose further interests that may have arisen, or any that specifically affect matters to be addressed at that particular meeting.

The Chair and Company Secretary will review Board and Committee papers and limit access where a known conflict arises.

As stated in the Constitution, directors with a material interest in a matter before the Board or a Committee may be excluded from involvement in the matter. When this occurs, the matter will be recorded in the meeting minutes.

Directors' other interests will be disclosed in the Company's Annual Report in accordance with accepted corporate governance principles and accounting standards.

### **3. Purpose, Roles and Powers**

#### ***Board***

Under the Company's Constitution, the Board is primarily responsible for governing the business of the Company except for those matters specifically prescribed as the rights, powers and responsibilities of the Shareholders.

The Board delegates to the CEO and senior executive team the authority to manage the Company's day to day operations.

The aim of the Board is to meet the Company's principal objectives which are to operate its activities in accordance with sound commercial practice and to maximise its sustainable returns to its shareholders.

The Board:

- governs in accordance with the requirements of the *Electricity Companies Act 1997*, other relevant laws, the Company's Constitution and lawful written directions from shareholders;
- provides entrepreneurial leadership of the Company within a framework of prudent and effective controls that enable risks to be assessed and managed;
- sets the Company's values and standards and ensures that its obligations to its shareholders and others are understood and met;
- demonstrates to the Company ethical and responsible standards in its actions and decision-making;
- sets the strategic direction and goals for the Company;

- sets and monitors strategic requirements for effective corporate and financial reporting;
- sets the Company's risk appetite;
- ensures robust risk management, compliance and control systems are in place and operating effectively;
- ensures the necessary financial and human resources are in place to meet its objectives;
- establishes performance indicators, control mechanisms and related benchmarks to allow it to satisfy itself that the Company is being properly managed;
- monitors and addresses (where required) management performance against objectives, benchmarks and the implementation of approved strategies;
- engages and effectively communicates with its shareholders and other stakeholders;
- appoints and removes the CEO and the Company Secretary;
- reviews and approves the Company's high level organisation structure, senior executive appointments and succession plans for key personnel;
- determines the Company's remuneration policy;
- monitors the effectiveness of the Company's governance practices; and
- establishes board committees as needed.

The Board may delegate its powers to achieve its role, subject to Corporations Law and the Constitution. The Board approves a Delegation Policy in which it specifies those matters it reserves for itself and those matters it delegates to management. It reviews the Delegation Policy regularly to ensure it continues to remain appropriate to the Company's needs.

Matters Reserved to the Board are published on the Company's website.

### ***Chairperson***

The Shareholders must appoint the Chairperson of the Board at each annual general meeting. The Board supports the appointment of an independent Chairperson.

The Chairperson's responsibilities include:

- providing leadership to the Board;
- demonstrating personal integrity through ethical behaviour;
- being clear on what the Board has to achieve, both in the long and short term;
- providing guidance to other directors about expectations of them;
- chairing Board and strategic planning sessions of the Board;

- ensuring that the Board comes to clear conclusions or gives clear direction to management at Board meetings and that these decisions and directions are properly recorded in the Minutes;
- ensuring all Directors are briefed on material matters arising at or between Board meetings;
- promoting constructive and respectful relationships between directors of the Board, and between the Board and management;
- promoting an environment of trust, respect and openness to ensure consultative and constructive relationships between the Board and the CEO;
- being the major point of contact between the Board and the CEO between Board meetings;
- guiding and supporting the ongoing development of the CEO;
- facilitating the evaluation of the CEO's annual performance review and achievement of annual incentive scheme targets;
- developing high level effective relationships with the Company's stakeholders;
- being the formal link for communication between the Board and the Shareholder Ministers;
- acting within the authority delegated to the Chairperson by the Board as set out in the Delegation Policy;
- representing the Company as otherwise required from time to time.
- establishing the agendas in consultation with the CEO and timings of matters for the Board meetings;
- ensuring the Board's decisions are implemented through regular contact with the Company Secretary and the CEO;
- being kept fully informed by the CEO and Company Secretary of all matters of interest to the Board;
- facilitating evaluation processes for the Board, Committees and Directors in accordance with the provisions of this Charter; and
- contribute to the process of appointing or reappointing directors on behalf of the full Board.

### ***Each Director***

All directors have the same general legal responsibilities to the Company. While the Board as a whole is collectively responsible for promoting the success of the Company, Directors are individually responsible for ensuring that the Board fulfils its role.

As well as statutory duties, Directors also have fiduciary and other duties to the Company under common law. These duties are owed by each Director individually. They are summarised as the duty to:

- act with the level of skill, care and diligence expected of a director of a Company;
- act in good faith, honestly and in the best interests of the Company as a whole;
- act with care and diligence and for a proper purpose;
- avoid making improper use of information gained through the position of Director and from taking improper advantage of the position of Director;
- avoid conflicts of interest wherever possible and where conflicts do arise, disclose them and comply with duties and direction regarding presence during discussion and voting;
- avoid conduct likely to bring discredit to the Company;
- prevent the Company incurring a debt if it is insolvent;
- act positively to prevent the Company from becoming insolvent; and
- complying with the Company Code of Conduct, endorsed values and behaviours and underlying policies.

All directors must comply with the Company's Constitution, as well as all applicable laws and rules in connection with their position including relevant provisions of the *Corporations Act 2001* (Cth).

Directors' duties continue to exist after tenure as a director ceases.

- ***Expectations of Directors in the Board Process***

A Director shall, in good faith, behave in a manner that is consistent with generally accepted principles and procedures for the conduct of meetings at all meetings of the Board and Board Committees.

This will include, but is not limited to:

- acting in a business-like manner;
- demonstrate commercial reasonableness in decision making;
- undertake diligent analysis of proposals place before the Board, including making reasonable enquiries as appropriate;
- constructively challenge and contribute to development of strategy;
- modelling endorsed cultural and behavioural norms, including Aurora Energy's values and behaviours and complying with underlying policies;
- using judgement, common sense and tact when discussing issues;
- contribute their specific expertise generously to the Company; and
- ensuring others have a reasonable opportunity to put forward their views.





Directors are expected to be forthright but respectful in Board and Committee meetings and discharge their duty to question, request information, raise any issue and cast their vote on any resolution according to their own decision.

Outside the boardroom, directors are expected to support the letter and spirit of Board decisions in discussions with suppliers, customers, employees, shareholding Ministers and other parties.

- ***Directors' Confidentiality***

Directors will keep confidential all Board discussions and deliberations.

All confidential information received by Directors in the course of their Director duties remains the property of the Company, even after the directorship ends.

Such information will not be disclosed, unless the disclosure has been authorised by the Company, or is required by Law.

### ***Board Committees***

Under the Company's Constitution, the Board may discharge any of its responsibilities through committees to which it delegates relevant powers and functions.

The Board may establish permanent or temporary committees as it considers useful from time to time. When establishing any committee, the Board will approve an appropriate charter to clearly define the committee's scope, responsibilities, delegated authority, composition and reporting obligations, particularly to the Board as a whole.

Committees to which powers have been delegated shall exercise that authority in accordance with directions of the Board. Powers so exercised are considered to have been exercised by the Board itself.

At present, the Board has established two permanent committees, namely:

- Board Audit, Risk & Compliance Committee; and
- Board Appointment and Remuneration Committee.

### ***Chief Executive Officer***

The Board appoints the Chief Executive Officer and, subject to the terms of the employment agreement, can suspend, remove or dismiss the CEO.

The CEO's primary obligation is to manage and direct the Company to meet the prescribed principal objectives. In doing so, the CEO is responsible for achieving the Company's goals and vision for the future, in accordance with the strategies, policies, programs and performance requirements approved by the Board.

The CEO's responsibilities include:

- providing leadership to management and staff to achieve all targets within agreed risk, governance, cultural and financial parameters;
- establishing a strong working relationship with the Board;
- providing an effective conduit between the Board and Leadership Team to promote mutual understanding of roles, objectives and performance expectations;
- developing, with Board engagement, and implementing with the Leadership Team, the Company's corporate and operational strategies, business plans, projects, major policies and financial targets to meet the Company's objectives, ultimately for Board approval;
- negotiating the terms and conditions of appointment of the Leadership Team in accordance with the relevant, approved policies;
- the effective day to day management of the Company including the effective operation of systems for risk, internal control and corporate reporting;
- acting within the authority delegated to the CEO by the Board as expressed in the Delegation Policy and other delegations documents;
- fostering a corporate culture that promotes good corporate governance and the highest degree of ethics and probity;
- ensuring a culture of risk management and compliance generally, but specifically in relation to *Corporations Act*, energy regulatory framework, trade practices and health & safety matters;
- establishing the terms and conditions of employees in accordance with policies approved by the Board;
- developing, with Board involvement, and implementing key personnel succession plans and reporting on these to the Board;
- ensuring a safe workplace for all workers and providing documented assurance to the Board in this respect;
- maintaining primary contact and developing relationships with key stakeholders, media, customers and government representatives; and
- ensuring that the Board, shareholders and other stakeholders are appropriately informed, particularly initiating timely reporting where a material risk arises regarding the financial viability of the Company or the achievement of strategic or corporate plans.

### ***Company Secretary***

The Company's Constitution allows the Board to appoint the Company Secretary.

The Board's approach is that the CEO nominates the Company Secretary following a recruitment process approved by the Board. The Board appoints the Company Secretary on the terms and conditions it determines. Subject to the employment contract, the Board may suspend, remove or dismiss the Secretary.



The Company Secretary is responsible for ensuring that corporate governance processes and procedures operate efficiently and effectively, and for advising the Board in respect of those issues. In particular, the Company Secretary will manage the responsibilities prescribed of the position under Corporations Law, the Company's Constitution and elsewhere in this Charter.

The Company Secretary is accountable to the Board, through the Chairperson, for corporate governance matters. In this regard, the Secretary reports directly to the Chairperson as the representative of the Board.

All Directors have the right to access the Company Secretary as needed.

#### **4. Corporate Governance Policies**

The Board has adopted both the ASX Corporate Governance Council Corporate Governance Principles and Recommendations (3rd ed.) as well as the Tasmanian Government's *Corporate Governance Principles* (2008).

If an inconsistency arises between the two Frameworks, the Board will comply firstly with the Tasmanian Government Principles, to the extent of the inconsistency, on the understanding that these are the specific expectations of the Shareholder Ministers.

##### ***Board Committees***

The Board will approve a charter for each Committee it establishes, whether temporary or permanent. Each charter will specify the committee's roles and responsibilities, composition, powers and delegated authority, reporting obligations and any other relevant governance matters.

Unless otherwise specified in its respective charter, relevant sections of this Board Charter also apply to the operation of each committee.

##### ***Board Refreshment and Directors' Selection***

The Shareholder Ministers are ultimately responsible for appointing or reappointing directors. The Tasmanian Government has published Guidelines for State-owned Businesses relevant to Board refreshment. These include *Board Appointments* and *Appointing the CEO as a Member of the Board*.

The Guidelines require a Director Selection Advisory Panel to be convened, a member of which is usually the Board Chairperson (unless the Panel is recruiting for the Chair's role).

A Skills Matrix is developed to assist in the identification of capabilities and experience required to ensure the Board as a whole has a suitable mix to meet the needs of the Company. Role Statements for the Chair and Non-Executive Directors are also prepared to inform the process of selection.



The *Board Appointments Guideline* addresses the requirement to consider the Tasmanian Government's Diversity Policy during the recruitment and selection process.

The Panel undertakes the recruitment and selection process, due diligence and formal appointment of new directors.

The Chairperson and Company Secretary will coordinate efforts to ensure new Directors are advised of their role and expectations, and the onboarding and induction process is efficient and effective.

### ***Diversity***

The Board acknowledges the value that can be gained through the contribution of diverse skills, experience and backgrounds throughout the Company.

The Board ensures that the Company has a range of appropriate policies and procedures to attract, develop and retain appropriately skilled and capable directors, management and employees, and monitors the outcomes.

The portfolio of policies and procedures includes recruitment and selection, flexible work practices, training and development, anti-discrimination, anti-bullying and anti-harassment.

In overseeing this portfolio, the Board takes account of the ASX Corporate Governance Principle 1 (in particular) and Tasmanian Government Governance Guidelines.

### ***Board Evaluation***

The Board recognises the importance of ensuring that it and its processes remains effective and continue to evolve to meet the needs of the Company. It also recognises the importance of providing ongoing feedback and development opportunities to individual Directors.

Accordingly, the Board will undertake an annual evaluation of its performance against the requirements of its Charter and other criteria determined to be useful in the context of the Company's circumstances. As well, each Board Committee will evaluate its own performance annually and report formally to the Board on the outcomes. Similarly, evaluation of each director individually will be considered as appropriate.

The Board will take into account the *Guidelines for Tasmanian Government Businesses: Assessing Board Performance*, issued by the Department of Treasury and Finance.

The manner in which evaluations and reviews are performed will depend on the intended purpose, and the context of the Board and the Company at the time. The Board is not limited in the manner in which it undertakes evaluations, including from time to time, consideration of the use of external expertise.

The Board is committed to implementing agreed improvements resulting from the evaluations and reviews.



Outcomes of reviews and evaluations may be shared with shareholder Ministers where this is appropriate, or with the Directors Selection Panel as relevant to future reappointment of current Directors.

The Board will meet the disclosure obligations within the guideline, *Assessing Board Performance*.

### ***CEO and Leadership Team Evaluation***

The Board manages the CEO's performance. In practice, the Chairperson facilitates the formal evaluation on behalf of the Board primarily based on performance indicators and measures agreed in advance.

The Board also ensures that a robust program is in place to formally evaluate the performance of the senior leadership team. The Board reviews the performance indicators and measures proposed by the CEO for the senior leadership team each year, and monitors performance outcomes and any subsequent actions required.

### ***Directors' Rights and Protection***

- ***Directors' Access to information***

Under Corporations Law, each Director has access to the books of the Company for the purposes of legal proceedings in which they are involved. This right continues up to seven years after the directorship ends.

Current directors are also entitled to access the financial records of the Company, although this right is not enshrined in Corporations Law once the directorship ends.

The Company protects directors through a "Deed of Access, Indemnity and Insurance" to overcome this limitation.

- ***Directors' Access to Professional Advice***

The Board as a whole, and individual directors, has the right to access independent, expert advice regarding Company matters, at the Company's expense

Advice sought by an individual director is to be shared with all directors of the Company.

It is the Board's responsibility to ensure that it is reasonable to rely on the advice received and the advisor is sufficiently competent and appropriately independent of management.

Generally, requests for advice will be made during a Board or Committee meeting. However, if this is not the case, requests will be made through the Board Chairperson, relevant Committee Chairperson or Company Secretary.

- **Director Indemnity**

The Constitution permits the Company to indemnify Directors, to the extent permitted under Corporations Law, against losses and liabilities incurred during their tenure as directors. This indemnity also extends to legal costs incurred in defending a claim for liability incurred as a result of being a director.

The Company provides directors with a “Deed of Access, Indemnity and Insurance” to formalise this protection.

- **Directors’ and Officers’ Insurance**

The Company maintains Directors’ and Officers’ insurance each year. The policy covers current Directors as well as past directors for up to seven years after their tenure ceases.

A copy of the policy will be provided to current directors each year.

Past directors should contact the Company Secretary if access to a policy or policy document is required.

- **Directors’ Access to Management**

The general protocol is that Directors’ will request access to senior or operational management through the CEO and advise the Chairperson of such requests.

Committee Charters generally provide for committee members to directly access specified senior management when relevant to the work of the Committee.

Notwithstanding these protocols, Directors have ready access to the Company Secretary.

- **Directors’ Induction**

The Board is guided by the *Guidelines for Tasmanian Government Businesses: Director Induction, Education and Training* when developing its induction program.

The Chairperson is responsible for ensuring an effective induction program is in place to encourage the full contribution of new directors to the Company within an appropriate period. The Company Secretary is responsible for facilitating the induction program with each new director.

The Board has in place an induction program that meets the recommendations in both the *Tasmanian Government Guideline* and the ASX Corporate Governance Principles. It can be tailored to the needs of each new director, but particularly distinguishing between the needs of new executive and non-executive director appointees.

As required under the *Guideline*, an overview of the Board’s induction program will be included in the Annual Report each year.

- ***Director Development***

The Board recognises the value that appropriate ongoing training, education and self-development for directors can bring to the Company. Therefore, the Board encourages directors to avail themselves of a range of relevant opportunities.

Any director who wishes to undertake specific training or development programs at the Company's expense is expected to seek the Chairperson's approval in advance. The Company may agree to fund all or part of the training or development as appropriate in the circumstances.

Any matters identified during the Board evaluation process will be considered in the assessment of funding an individual director's development requirements.

As required under the *Guidelines for Tasmanian Government Businesses: Director Induction, Education and Training*, an overview of the Board's ongoing training and development program for Directors will be included in the Annual Report each year. Directors are encouraged to advise the Company Secretary of relevant activities undertaken to enable the Company to meet this disclosure obligation.

- ***Directors' Remuneration***

Directors' remuneration is determined by Shareholder Ministers in accordance with a framework applicable to all Government Business Enterprises and State Owned Corporations. The Framework takes account of the scale, complexity and competitive environment in which the Company operates.

The remuneration framework stipulates Board and Committee fees to be paid. The remuneration structure does not permit equity-based or 'at risk' components. Beyond superannuation payable under law, there are no termination payments payable to Directors.

Future changes in director remuneration are at the discretion of the shareholders.

- ***Directors' Expenses***

Under the Constitution, the Company may reimburse Directors for all reasonable expenses incurred in performing their duties.

The Board has approved a policy to address the reimbursement of such expenses.

## ***Compliance***

The Board is committed to maintaining the highest ethical standards.

The Board has approved a Code of Conduct that applies to all directors and employees of the Company. All Directors are expected to demonstrate the spirit and intent of the Code as well as comply with all relevant Company policies.



The Board is also committed to meeting its obligations under the Company's Constitution and lawful directions provided in writing by the Shareholder Ministers, as well as relevant legislation and regulation.

The Board will ensure that an effective system of compliance operates within the Company and regularly monitors the performance of the system.

### ***Risk Management***

The Board is committed to ensuring the Company effectively manages its strategic, financial, operational, reputational and emergency risks.

The Board will ensure that an effective system of risk management and internal control operates within the Company and that it regularly monitors the performance of the system.

### ***Monitoring***

The Board recognises one of its fundamental functions is to monitor the Company's performance, particularly against the primary objectives stated in the Constitution, approved strategic plans and the Shareholders' Statement of Expectations.

With this general principle in mind, the Board monitors key financial and non-financial performance and initiates corrective action to address performance trends that are not meeting required standards.

## **5. Meetings and Board Administration**

### ***Meeting Frequency***

The Board will determine the number of meetings to be conducted each year. Generally, the Board meets monthly, except in January, May and October, and holds an additional meeting in August to consider the annual financial reporting.

Further meetings can be called as necessary to meet the needs of the Company.

The Company's Constitution provides powers for a director to call a meeting at any other time if the need arises.

Notices of meeting will be provided to all Directors.

The Company Secretary maintains the schedule of planned Board and committee meetings approved by the Board. The Board aims to minimise changes to the meeting dates to provide greater certainty to Directors.

Directors shall discuss any request to change meeting dates with the Chairperson.



### ***Form of Meetings***

While it is preferred that all Directors attend meetings in the one location, the Constitution also permits meetings to be conducted electronically such as via teleconference, videoconference or other means as necessary to meet the Board's objectives.

The chair of any meeting will ensure that all participants can contribute effectively, regardless of the form of meeting.

### ***Circular Resolutions***

As provided under the Constitution, resolutions of the Board may be passed without a meeting.

The Board prefers that this option is a last resort and used only when an alternative form of meeting is not possible.

While the outcome of a circulating resolution will be advised to all Directors as soon as it is finalised, it will also be recorded in the minutes at the next Board meeting.

### ***Quorum***

A quorum shall comprise two directors, unless the Board resolves otherwise.

### ***Meeting Chair***

The Board Chairperson chairs Board meetings. In the absence of the Board Chairperson, or appointed delegate, the remaining directors shall elect one of their members to chair the meeting.

### ***Voting***

The Board aims to make decisions by consensus. However, if a vote is required, decisions will be agreed on a majority of votes cast by those attending, regardless of the form of the meeting.

As prescribed in the Constitution, in the event of a tied vote, the Board Chairperson will have a casting vote in addition to a vote as a Director.

When an electronic meeting is held, the chair of the meeting will ensure that the vote of Directors who are attending via electronic means is correctly counted. Where necessary, references to voting by a 'show of hands' will be taken to include a 'spoken word' from members attending electronically.

### ***Meetings without Management***

From time to time, the Board chooses to meet without management present. Similarly, non-executive directors will meet without Executive Directors present.



Normally, the non-executive Directors meet without the presence of management for 15 minutes prior to the start of the Board meeting. The purpose of this meeting is to allow non-executive Directors to raise or explore any issue or concern or clarification prior to the meeting. In addition, non-executive Directors and the CEO usually meet without management presence for 15 minutes at the end of the Board meeting to critique the meeting.

At its discretion, these meetings may include other guests or service providers, such as auditors or professional advisors.

### ***Agenda and Papers***

The Board Chairperson, CEO and Company Secretary are responsible for compiling the meeting agenda to ensure that the Board's information needs are met.

Board papers must be available to Directors one week before each meeting.

The Chairperson will decide whether late papers will be accepted and considered at the meeting.

### ***Electronic Access to Board Papers***

Board and Committee papers, and other governance documentation including charters, policies and plans, are provided electronically through an online portal, which is administered by the Company Secretary.

The Company uses the portal to reduce the need for distribution of hard copy board papers and increase the efficiency of Board and Committee meetings by ensuring the relevant information is provided to Directors in a timely manner and is also retained in a secure location for long term, electronic access.

Directors have an obligation to protect the confidentiality of information stored on their computers and mobile devices.

### ***Access to Board Papers***

The Company Secretary retains a complete set of Board and Committee papers on behalf of each director for at least the statutory period of seven years after the meeting occurs while the Company exists.

The official registers of Board papers, minutes and resolutions are stored in the Company's electronic document management system.

Under the terms of their Deeds of Access, Insurance and Indemnity, Directors are entitled to access relevant papers for the period they were a director in specific circumstances.

### **Board Minutes**

All decisions will be formally recorded in the Minutes of the meeting. Directors are entitled to have their decision noted in the Minutes if they disagree with a Board decision.

The Company Secretary will ensure Minutes are prepared in draft form and provided to the Chairperson for review within three working days of the meeting. Once the Chairperson has approved the draft Minutes for distribution, the Company Secretary will circulate to Directors.

Minutes will be entered into the Minutes Book immediately they are released for circulation by the Chairperson. These will be replaced with a copy signed by either the chair of that meeting or the subsequent meeting when the Minutes are confirmed by the Board, generally at its next meeting.

Once the Minutes have been confirmed by the Board, they may only be amended by a formal resolution of the Board at a subsequent meeting. The original meeting Minutes will not be altered, but may be marked up with the agreed change and the date of the meeting at which the Board resolved to amend the Minutes.

### **6. Review of Charter**

The Board will review this Charter at least every three years.

### **7. Publication of Charter**

A copy of this Charter will be made available on the Company's website in accordance with the Policy Framework.

**Approved by the Board on 30 November 2016**

A handwritten signature in black ink, appearing to read "Dennis".

**Board Chair**