

Classification - Confidential



2023

Board Charter

CVGT AUSTRALIA Limited (Company)

ABN 46 006 178 641)

CVGT Australia Limited
ABN 46 006 178 641

132 848
cvgt.com.au



Board Charter

1. Introduction

- 1.1 CVGT Australia Limited is a not-for-profit entity incorporated pursuant to the Corporations Act 2001 (Cth) and is a registered charity under the Australian Charities and Not-for-Profits Commission Act 2012 (Cth) (referred to collectively as the Acts).
- 1.2 The Board is responsible for the corporate governance of the Company and its controlled entities (where relevant).
- 1.3 The purpose of this charter is to:
- a) promote high standards of corporate governance;
 - b) ensure transparency in regards to the expectations of Company directors and executives;
 - c) clarify the role and responsibilities of the Board vis-à-vis those of management; and
 - d) enable the Board to provide strategic guidance for the Company and effective management oversight.
- 1.4 This charter is supported by the company's Code of Conduct, the charters for the Board Sub Committees, and their suite of compliance and reporting processes.

2. Board size, composition and independence

- 2.1 The Board of the Company is governed by the Company constitution, from which it derives its size, composition and its authority to act. No director can concurrently serve as an employee of the Company.
- 2.2 Each Board member is appointed by a formal letter of appointment setting out the key terms and conditions of their appointment.

3. The Board's role and responsibilities

- 3.1 The Board oversees the business and affairs, establishes the strategies and financial objectives to be implemented by management and monitors standards of performance. The responsibilities of the Board in fulfilling this purpose are:

Financial and strategic corporate governance

- a) ensuring the long-term viability of CVGT and enhancing its financial position;
- b) understanding and protecting the financial position of CVGT;

Classification - Confidential



- c) providing oversight and final approval of the Company's corporate strategy and monitoring the implementation of same by management, providing advice and guidance to management where required;
- d) approving and monitoring the pursuit of the Company's Strategic Plan and its annual budget;
- e) approving and monitoring the progress of major capital expenditure, capital management, and acquisitions and divestitures.
- f) monitoring and assessing performance of the Company and the Board itself;
- g) recommending the appointment of directors, reviewing their performance and recommending their termination to Company members;
- h) appointing the Chief Executive Officer and Company Secretary positions, deciding upon the terms and conditions of both appointments, regularly reviewing their performance, succession planning considerations, and terminating their employment as the circumstances require;
- i) overseeing the process of strategic management of current corporate projects; and
- j) monitoring developments in the industry and the operating environment.

Legal compliance and risk management

- k) monitoring and requiring legal and regulatory compliance, as well as compliance with best practice governance requirements;
- l) monitoring compliance with ethical standards, the Company constitution and this charter, reviewing and recommending changes to same where necessary;
- m) reviewing and approving annual financial statements, annual reports as well as other public documents and sensitive reports;
- n) monitoring and approving financial and other reporting; and
- o) overseeing the risk management framework and monitoring of material business risks including the Company's controls and accountability systems;
- p) maintaining oversight of corporate and risk management policies and monitoring compliance with those policies; and
- q) ensuring an effective system of internal risk controls and management procedures exists and is functioning as required.



Operational oversight

- r) establishing and championing the Company's vision, purpose, values and ethical standards;
- s) delegating an appropriate level of authority to management and approving any additional changes to those delegations;
- t) ensuring appropriate resources are available to senior executives in the execution of strategic and operational imperatives;
- u) demonstrating corporate leadership;
- v) where appropriate, ratifying the appointment and/or, the removal of senior executives;
- w) overseeing aspects of the employment of senior executives including remuneration, performance and succession planning;
- x) on its own initiative or through its Sub Committees selecting, assisting and evaluating financial auditors and outsourced internal compliance auditors; and
- y) ensuring effective communication is maintained between internal and external stakeholders;

4. Board Sub Committees

- 4.1** In accordance with the Company constitution the Board may establish any number of Sub Committees to assist it in carrying out its responsibilities, to share detailed work and to consider certain issues and functions in detail.
- 4.2** The charter or terms of reference of each Board Sub Committee, which set out matters relevant to the composition, responsibilities and administration of the committee must be approved by the Board. Each Sub Committee will review its charter from time to time as appropriate.
- 4.3** The Board will review and make appointments to each Board Sub Committee, including the Sub Committees' Chairperson, at the meeting immediately following the Company's Annual General Meeting, or otherwise following the appointment of new Board members. Such appointment shall be for a one (1) year term unless otherwise agreed by the Board.
- 4.4** The Board will conduct annual reviews of each Sub Committee's membership. The Board may elect to re-appoint members for subsequent terms or alternatively may choose to re-compose the Committee, including any independent Committee appointments.
- 4.5** Appointment of Board and/or independent member representation to each Sub Committee shall have regard for continuity, the balance of Director skills and expertise, and succession planning considerations.



5. Chairperson and Deputy Chairperson of the Board

- 5.1 The Chairperson of the Board is appointed pursuant to the terms of the Company constitution.
- 5.2 The responsibilities of the Chairperson of the Board include:
- a) providing leadership to the Board;
 - b) promoting the efficient organisation and conduct of the Board's functions;
 - c) ensuring the Board considers and adopts strategies designed to meet present and future needs of the Company;
 - d) ensuring the Board has an effective composition, size and commitment to adequately discharge its responsibilities and duties;
 - e) monitoring the performance of the Board;
 - f) facilitating Board discussions to ensure core issues facing the Company are addressed;
 - g) briefing all Board members in relation to issues arising at Board meetings;
 - h) facilitating the effective contribution and ongoing development of all Board members;
 - i) promoting constructive and respectful relations between Board members and between the Board and management;
 - j) ensuring the Board regularly meets to consider the Company's performance and key issues facing it;
 - k) in collaboration with the company secretary, setting the agenda for the Board meetings after consulting with the Chief Executive Officer; and
 - l) chairing all Board and annual meetings.
- 5.3 The Board will appoint a Deputy Chairperson who shall act in the place of and in doing so carry all the powers and responsibilities of the appointed Chairperson on any occasion the appointed Chairperson is absent or at the request of the appointed Chairperson.
- 5.4 The Chairperson and Deputy Chairperson shall be appointed for one (1) year terms respectively, unless otherwise agreed by the Board.
- 5.5 The Deputy Chairperson may also hold the position of Chairperson of any Board Sub Committee.

6. Chief Executive Officer

- 6.1 Responsibility for day-to-day management and administration of the Company is delegated by the Board to the Chief Executive Officer.



- 6.2** The Chief Executive Officer manages the activities of the Company in accordance with the strategy, plans, policies and instruments of delegation approved by the Board.
- 6.3** The Chief Executive Officer is appointed by the Board and is responsible to it.
- 6.4** The Chief Executive Officer may not concurrently serve as a director on the board.
- 6.5** The responsibilities of the Chief Executive Officer include:
- a) developing and recommending to the Board strategies, strategic plans and annual budgets for the Company;
 - b) implementing the strategies, business plans and budgets adopted by the Board;
 - c) providing effective leadership, direction and supervision of all staff to achieve the strategies, and budgets adopted by the Board;
 - d) developing and managing resources, policies and systems to ensure the effective operation of the Company (including policies on risk management, internal controls and human resources);
 - e) appointing staff and managing resources within budgets and delegated authority approved by the Board;
 - f) ensuring compliance with applicable laws and regulations;
 - g) ensuring the Board is given sufficient information to enable it to perform its functions, set strategies and monitor performance;
 - h) inform the Board of any significant issues of public concern and any significant risks that may affect the operations of the Company; and
 - i) in relation to all other matters of governance, acting within authority delegated by the Board.
- 6.6** The Board has in place procedures to assess the performance of the Chief Executive Officer.

7. Board members

- 7.1** Board members are expected to attend and participate in Board meetings and meetings of Sub Committees on which they serve, by any means, be it in person, via phone or other technology.
- 7.2** Board members are expected to spend the time needed, and meet as often as necessary, to properly discharge their responsibilities.
- 7.3** Board members are expected to review meeting materials before Board meetings and Sub Committee meetings.



- 7.4** Board members are encouraged to ask questions of, request information from, and raise any issue of concern with management, via the Chief Executive Officer. Board members are encouraged, where possible, to ask any questions and raise issues of concern before a meeting so that management is prepared to address them.
- 7.5** Board members must exercise independent judgment when making decisions, including in relation to matters for which decision-making authority has been delegated.
- 7.6** Publicly, Board members are expected to support the letter and spirit of Board decisions.
- 7.7** Board members must keep Board information, discussions, deliberations, and decisions that are not publicly known, confidential.
- 7.8** Board members must comply with their legal duties when discharging their responsibilities as Board members. Broadly, these duties are to:
- a) act with reasonable care and diligence;
 - b) act honestly and fairly in the best interests of the charity and for its charitable purposes;
 - c) not misuse their position or information they gain as a responsible person;
 - d) disclose conflicts of interest;
 - e) ensure that the financial affairs of the charity are managed responsibly; and
 - f) not allow the charity to operate while it is insolvent.
- 7.9** Board members must ensure that the Company's affairs are managed transparently and that they remain accountable to its Members.

8. Role of the Company Secretary

- 8.1** The Company Secretary is generally responsible for assisting in the fulfilment of the administrative, legal and corporate governance requirements of the Board by:
- a) maintaining the Company's corporate register, including records of the appointment, resignation or removal of Directors, Officers and Members;
 - b) coordinating the development of the Board agenda in a timely and effective manner for approval by the Chairperson;
 - c) ensuring, in conjunction with the Chief Executive Officer, that the Board papers are prepared and despatched in a timely and effective manner;
 - d) coordinating, organising and attending meetings of the Board and members, and ensuring the correct policies, processes and procedures are followed;

Classification - Confidential



- e) acting as Returning Officer for the Company at all meetings of members;
- f) drafting and maintaining minutes of Board and Company meetings;
- g) working in conjunction with the Chief Executive Officer and senior executives, to carry out the instructions of the Board and giving practical effect to the Board's decisions;
- h) working with the Chairperson and Chief Executive Officer to establish and maintain governance practices that align with contemporary best practice;
- i) assisting and advising the Board and its Sub Committees on corporate governance processes and matters;
- j) coordinating the preparation, review and submission of regulatory returns to the Australian Securities and Investments Commission and the Australian Charities and Not-for-Profits Commission (as appropriate); and
- k) assisting and facilitating the induction and professional development of directors.

8.2 All directors will have access to the Company Secretary. The decision to appoint or remove the Company Secretary must be made or approved by the Board. The Company Secretary is accountable to the Board, through the Chairperson, on all governance matters and in relation to the proper functioning of the Board.

9. Conflicts

9.1 Board members are expected to be sensitive to conflicts of interest or duty that may arise and be mindful of their fiduciary obligations.

9.2 Board members must:

- a) disclose to the Board any actual or potential conflict of interest or duty that might reasonably be thought to exist as soon as the situation arises;
- b) take necessary and reasonable action to resolve or avoid any actual or potential conflict of interest or duty; and
- c) comply with the Acts and the Company's policies and procedures in relation to disclosing material personal interests and restrictions on voting.

9.3 If a conflict exists, it is expected that any Board members to whom the conflict relates will leave the room when the Board is discussing any matter to which the conflict relates. The Board members to whom the conflict relates may not vote on any such matters.

9.4 Board members, the Chief Executive Officer and/or the Company Secretary are expected to inform the Chairperson of the Board of any proposed appointment to the Board or executive management of another company or organisation as soon as practicable.



10. Access to information and independent advice by Board members

- 10.1** Board members have access to any information they consider necessary to fulfil their responsibilities and to exercise independent judgment when making decisions.
- 10.2** Board members have access to:
- a) management to seek explanations and information from management; and
 - b) auditors, both internal and external, to seek explanations and information from them without management being present.
- 10.3** Board members may seek any independent professional advice they consider necessary to fulfil their responsibilities and to exercise independent judgment when making decisions in accordance with the procedure agreed by the directors.
- 10.4** If the Chairperson, on the advice of the Board consents, the Company will pay a director's costs of seeking independent professional advice. That consent may not be unreasonably withheld or delayed.

11. Meetings

- 11.1** The Board will meet on the last Wednesday of every month, or otherwise at a day, time and/or frequency as determined by the Board.
- 11.2** The proceedings of Board meetings will be conducted by the Chairperson in accordance with the Company constitution.
- 11.3** The Board will adopt an annual governance, reporting and meeting schedule which will integrate all elements of planning, reporting, approvals and associated processes. This schedule will also inform the development and content of meeting agenda.
- 11.4** The proceedings of general meetings, including the annual general meeting, will be conducted in accordance with the Company constitution.

12. Codes of conduct

- 12.1** The Company is governed in accordance with the Acts, the Company constitution and this charter.
- 12.2** Each Board member and officer will be given a copy of the code of conduct applicable to their position when joining the Company.

13. Communication of information

- 13.1** The Board will:
- a) communicate effectively with its key stakeholders and community, without compromising the role and responsibilities of the Chief Executive Officer to



do the same with respect to day-to-day management and operations of the Company;

- b) give key stakeholders and the community ready access to balanced and understandable information about the Company and its corporate goals;
- c) enable internal and external stakeholders to receive notice of and/or otherwise fully participate in annual meetings including approving the content of any such Notice of Meeting and any attendant Explanatory Notes; and
- d) communicate in an honest manner that is publicly consistent with decisions of the Board and management even if the individual Board Member holds a different personal view.

- 13.2** The Board will adopt a structured communications strategy to facilitate and promote effective and consistent communication with key stakeholders and the community and in doing so the Chairperson and Chief Executive Officer shall be the only spokespersons on behalf of the Board unless otherwise specifically delegated by the Chairperson or Chief Executive Officer, dependent on the situation and nature of the subject matter, or otherwise as any corporate communications policies permit.

14. Review of Board performance

- 14.1** The Board will annually conduct a self-assessment of:

- a) the Board's role;
- b) the processes of the Board and its Sub Committees;
- c) the Board's performance, and that of its Sub Committees; and
- d) each Board member's performance.

In addition, the Board will undergo an independent external assessment once in every three-year period.

15. Review of charters and policies

- 15.1** The Board will review this charter, all Sub Committee charters and its policy suite bi-annually or otherwise as required to ensure their relevance and appropriateness.

- 15.2** The Board will, with the advice and assistance of its Sub Committees, review the performance and effectiveness of the Company's corporate governance policies and procedures and, if appropriate, recommend amendments to those policies and procedures as is necessary.

16. Approved and adopted

- 16.1** This Charter was endorsed by the People and Culture Sub Committee on 14 November 2022.



16.2 This Charter was approved and adopted by the Board on 30 November 2022.

Elizabeth Corbett

Chair, Board of Directors

CVGT Employment

30 November 2022

Related Documents

- CVGT Constitution
- CVGT Board Code of Conduct

Version Information

Version Number	Latest Review Date	Revision Date	Summary of Changes
Ver1-D	N/A	N/A	Approved subject to changes on 29/11/2017
Ver1	N/A	11/2018	
Ver 2	11/19	11/21	Various amendments to wording, and enhancements to the readability of the Charter in line with Sub Committee changes.
Ver 3	11/22	11/24	Substantial amendments to reflect corporate changes and reflect broader policy suite adjustments subsequent to previous review.