



ABN 36 087 244 228

# Board Charter

Approved by the Board on 31 January 2008

## 1. Role of the Board

The role of the Board is to provide leadership and stewardship for, and supervision over, the Company's affairs. The Board is accountable to shareholders.

## 2. Responsibilities of the Board

Responsibilities of the Board include;

- Overseeing the Company generally, including its control and accountability systems.
- Evaluating and approving strategy, policies, budgets, and performance goals for the Company, and monitoring progress and performance against these.
- Appointing and, where appropriate, removing the CEO/Managing Director.
- Where appropriate providing input and ratifying the appointment and removal of senior executives.
- Monitoring performance of the CEO and management in general.
- Reviewing, ratifying and monitoring systems of risk management and internal control, codes of conduct and legal and regulatory compliance.
- Approving and monitoring the progress of major transactions, capital expenditure, capital management, acquisitions and divestitures.
- Monitoring and approving financial and other reporting of the Company's results and performance.
- Review and approval of delegated authority limits.
- Ensuring that appropriate audit arrangements are in place, ensuring no conflict of interest may arise if any non-audit services are provided by the external auditor.
- Ensuring appropriate succession planning for the CEO and senior executives.

- Appropriately managing related party matters.
- Establishing and maintaining high standards of business practice and ethical behaviour.
- Convene such regular meetings as is necessary to appropriately discharge all responsibilities, including meetings of standing committees.

### **3. Board Committees**

The Board may establish such standing committees as it sees fit, from time to time, to assist in the overall discharge of its duties. Appointments to Board standing committees will be by resolutions of the Board. Each standing committee shall have its own Charter which shall be established by the Board.

### **4. Board Composition**

The number of directors is determined by the Company's constitution as not less than three and not more than twelve.

The Board shall comprise a balance of skills appropriate to the business of the Company, and shall include a spread of commercial and technical expertise and experience.

The principle criterion for the appointment of new directors is their ability to add value to the Company and its business.

There is no prescribed requirement for share ownership to qualify as a director.

It is a fundamental principle that the Board should comprise a majority of independent directors. If from time to time there is not a majority of independent directors, the Board will take steps to restore that majority.

Directors are not appointed for a fixed term, but are required to retire by rotation in accordance with the Company's constitution. Directors who retire by rotation are eligible to stand for re-election.

### **5. Independence of Directors**

It is important for the Board to achieve an appropriate balance between independent and non-independent representation on the Board, whilst at the same time adhering to the fundamental principle that the Board should comprise a majority of independent directors. The Board applies the guidance set out in the ASX Corporate Governance Principles and Recommendations in determining whether or not a director is independent.

## **6. Chairperson**

The Chairperson shall be an independent director.

The Chairperson is responsible for;

- leadership of the Board and for the efficient organisation and conduct of the Board's function, roles and responsibilities,
- arranging Board performance evaluation, and
- shareholder communication.

## **7. Availability of Independent Advice**

Directors may seek independent professional advice, at the Company's expense, on any matter related to the discharge of their responsibilities as directors. A copy of the advice and the instructions to the independent professional advisor shall be provided to each director.

## **8. Review of Board Performance**

Board performance shall be reviewed at regular intervals. The Chairperson is responsible for ensuring such review is undertaken and for providing feedback to directors.

## **9. The CEO**

The CEO may also be the Managing Director.

The CEO is responsible for running the affairs of the Company under delegated authority from the Board, and to implement strategy, policies and goals set by the Board.

The CEO shall be engaged under a written contract of employment which specifies duties, role, responsibilities and compensation arrangements.

## **10. Role of Management**

The role of management is to support the CEO in implementing the strategy, policies and goals of the Company, in accordance with the delegated authority of the Board.

Senior executives shall be engaged under written contracts of employment which specify duties, role, responsibilities and compensation arrangements.