

# Board Charter & Delegations Policy

|                   | <b>Date Actual or Expected</b> | <b>Responsible</b>                        |
|-------------------|--------------------------------|---|
| Last Reviewed     | 10 March 2017                  | Trustee Board                             |
| Last Approved     | 22 September 2017              | Trustee Board                             |
| To be reviewed by | 25 February 2020               | Board Governance & Remuneration Committee |
| To be approved by | 6 March 2020                   | Trustee Board                             |

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# 1. Introduction

## 1.1. Purpose

Christian Super Pty Ltd (“Trustee”) is the trustee of Christian Super and is governed by a Board of Directors (“Board”).

The purposes of this document are as follows:

- To clearly set out the roles and responsibilities of the Board and ensure compliance with APRA Prudential Standard SPS 510.
- To outline the principles to be used by the Board when delegating its roles and responsibilities
- To note the specific delegations made by the Board
- To specify the process for reviewing the performance of the Board

## 2. Roles and Responsibilities of the Board

### 2.1. Role of the Board

The role of the Board is to:

- Promote the vision and values of the Fund
- Ensure that the Fund’s *Statement of Faith* is effectively outworked in the life of the Fund.
- Set the strategic direction of the Fund and monitor the implementation and achievement of that strategic direction
- Ensure prudent management of the Trustee’s business operations
- Ensure the Trustee meets its legal and regulatory obligations
- Approve and monitor the Fund's risk management systems
- Appoint and review the performance of the Chief Executive Officer

### 2.2. Responsibilities of the Board

In the exercise of its role the Board is to:

- Exercise all care and diligence in carrying out its functions and duties and in protecting the rights and interests of members and beneficiaries.
- Ensure that the assets of the Fund are kept separate from the assets, investments and other property vested in or held by the Trustee.
- Perform its functions and exercise its powers in the best interests of members and beneficiaries and not in the interests of the Trustee if those interests are not the same as those of members and beneficiaries.

### **2.3. Powers of the Board**

In accordance with the *Trust Deed*, the Board shall have an absolute and uncontrolled discretion and may exercise or enforce, or refrain from exercising or enforcing, any or all of its powers or discretions in regards to the fulfilment of its responsibilities.

### **2.4. Individual Director Responsibilities**

This document outlines the responsibilities of the Board. The responsibilities of individual directors are covered by the *Responsible Officer Plan*.

### **2.5. Code of Conduct**

In order to fulfil its role and responsibilities the Board, serving together as a community of believers, has adopted the Code of Conduct in Appendix A.

## **3. Meetings & Circular Resolutions**

The Board may conduct their business by meeting and/or by circular resolution in accordance with the following requirements:

- The Board will have a minimum of 4 meetings per year, including an overnight Strategic Retreat.<sup>i</sup> Meetings will be scheduled sufficiently in advance to ensure that a quorum is able to be present.<sup>ii</sup>
- Ad hoc meetings may be convened as required.
- A quorum at a meeting will be a majority of the total number of directors.
- The Chair of the Board may determine to submit a matter for approval by circular resolution of the members of the Board. Any such decisions made, and the timeliness of such approval, will be reviewed by the Board Governance & Remuneration Committee on an annual basis.<sup>iii</sup>
- Approval of a resolution at a meeting or by circular resolution requires a majority of the total members of the Board present to vote in favour of the resolution.
- Agendas and papers should be circulated in sufficient time to allow members to review the information well before a meeting of the respective committees
- All meetings may include time to discuss matters without the CEO or staff being present.
- All meetings will include time to assess how the meeting was conducted and to review the performance of the meeting, identifying any enhancements for future meetings.
- All meetings shall be minuted as soon as practicable after the meeting has been held and provided to the next meeting of the respective committee together with any circular resolutions that have been made since the last meeting for review. Minutes shall be circulated within 30 days of the meeting for approval.<sup>iv</sup>

## **4. Delegations**

The *Trust Deed* gives authority to the Board to delegate any function to be performed, and any power authority or discretion exercisable by it, to any other person, firm or company in such manner and upon such terms and conditions as it thinks fit. In this document, the term ‘delegate’ is used to mean

the assigning of duties to another, granting the requisite authority to enable these duties to be performed and creating an obligation for their performance.

Regardless of any delegation that may exist, absolute responsibility for the fulfilment of duties still remains with the Board. In determining whether a particular duty or function should be delegated, the Board should consider the following questions:

- Does the delegation put the Board in a better position to fulfil the particular responsibility that is being delegated, having regard for the skill, expertise and capacity of the delegate?
- Does the delegation put the Board in a better position to fulfil other responsibilities, with regard to the capacity that is created by the delegation?
- Are there appropriate reporting mechanisms in place to ensure that the Board can remain appropriately informed about the performance of the delegated duty?

#### **4.1. Committees**

The Board has constituted a number of Committees to support the Board in various areas of its responsibilities. The Committees have delegated tasks but responsibility continues to reside with the Board. Their primary function is to assist the Board and its members to discharge their responsibilities.

The responsibilities and terms of reference for each Committee can be found in the *Committees Charter and Terms of Reference*.

The minutes of each committee meeting shall be made available at the next Board Meeting.<sup>v</sup> The Committee Chair shall provide a summary of the Committee's work and results including:

- (a) any recent formal resolutions of the Committee;
- (b) any material future issues within the sphere of the Committee's responsibilities that the Board should be aware will be forthcoming;
- (c) any significant actions undertaken by the Committee within the scope of its delegated authority but affecting the Fund as a whole and/or other Committees;
- (d) any areas of the Committee's operations that are sub-optimal and may need corrective actions; and
- (e) other recent major issues that the Committee Chair believes should be communicated to the Board.

#### **4.2. Management**

Subject to the limitations from other policies, the Board delegates to the Chief Executive Officer (CEO) the day-to-day operations of running the business. The CEO shall provide a summary of results at each Board meeting,<sup>vi</sup> including:

- (a) The performance against specified Strategic Indicators.
- (b) The status of any projects undertaken as outlined in the Strategic Plan and any subsidiary document that the CEO believes should be communicated to the Board.
- (c) The status of items requested by the Board as noted on the Business Arising Report.
- (d) Any other recent issues that the CEO believes should be communicated to the Board.

Where the Committees request work to be done it is expected that the status of these items will in the first instance be reported back to that Committee as noted on the appropriate Business Arising Report.

#### **4.3. External Parties**

From time to time, the Board may determine that an external party is best placed to assist in the fulfilment of their roles and responsibilities.

Any such delegation should be made in compliance with the *Outsourcing Procedures*.

#### **4.4. Register of Delegations**

Management will maintain a register of all functions delegated by the Board to Committees, management and external parties. This register will be updated on an annual basis following the annual policy review.<sup>vii</sup>

### **5. Review**

This policy shall be reviewed on a triennial basis.<sup>viii</sup> All amendments to this policy must be approved by the Board.

## Document History

|               |  |
|---------------|--|
| 11 June 2015  | Approved by Trustee Board (Board Governance & Remuneration review) |
| 4 March 2016  | Approved by Trustee Board (Board Governance & Remuneration review) |
| 10 March 2017 | Approved by Trustee Board (Board Governance & Remuneration review) |

## Relevant Documents

*Committees Charter and Terms of Reference*

*Responsible Officer Plan*

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## Compliance Tasks

- <sup>i</sup> Annual Board Meeting Minimum Requirement
- <sup>ii</sup> Annual Board Meeting Calendar
- <sup>iii</sup> Annual Circular Resolution Timeliness Review
- <sup>iv</sup> Quarterly Board Minutes Circulation
- <sup>v</sup> Quarterly Committee Minutes to Board
- <sup>vi</sup> Quarterly CEO Report to Board
- <sup>vii</sup> Annual Delegations Register Update
- <sup>viii</sup> Triennial Board Charter & Delegations Policy Review

## Appendix A – Code of Conduct

- A Board member must maintain an active commitment to, and a personal belief and lifestyle consistent with, the Fund's *Statement of Faith*.
- A Board member must act honestly, in good faith and in the best interests of the Fund as a whole.
- A Board member must only engage in speech which is constructive, helpful, and not profane
- A Board member has a duty to use due care and diligence in fulfilling the functions of office and exercising the powers attached to that office.
- A Board member must use the powers of office for a proper purpose, in the best interests of the Fund as a whole.
- A Board member must recognise that the primary responsibility is to the Fund's members as a whole but should, where appropriate, have regard for the interests of all stakeholders of the Fund including regulators, staff, contractors and suppliers.
- A Board member must not make improper use of information acquired as a Board member.
- A Board member must not take improper advantage of the position of Board member.
- A Board member must not allow personal interests, or the interests of any associated person, to take precedence over the interests of the Fund.
- A Board member has an obligation to be independent in judgement and actions and to take all reasonable steps to be satisfied as to the soundness and objectivity of all decisions taken by the Board.
- Confidential information received by a Board member in the course of the exercise of Board member duties remains the property of the Fund or the person from which or whom it was obtained and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the Fund, or the person from whom the information is provided, or is required by law.
- A Board member should promote accountability, both of individuals and of the organisation.
- A Board member should behave in a way that is considerate and above reproach.
- A Board member should not engage in conduct likely to bring discredit upon the Fund.
- A Board member must not use or be involved in the use of illegal drugs or use of legal drugs inconsistently with any prescriptions.
- A Board member must be sensitive to the beliefs of stakeholders in respect of alcohol, and refrain from consumption if it is likely to cause a problem with them.
- A Board member has an obligation, at all times, to comply with the spirit, as well as the letter, of the law and with the principles of this Code.