



Board Charter

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1. Purpose

This Board charter sets out the Board's terms of reference and provides an explanation of the Board's approach to the following key corporate governance matters:

- Overview of the Board's responsibilities.
- Board structure and composition.
- Independence.
- Roles and responsibilities.
- Relationships between the Board and Management.
- Powers retained by the Board.
- Board meeting procedures.

2. Overview of the Board's Responsibility

2.1 Company Objects

IRT Group is a company limited by guarantee (the Company) established in 1969. Pursuant to its Constitution, its objects are focused upon taking measures for the care, assistance and advancement of aged & elderly persons, particularly regarding their health & accommodation needs.

The primary role of the Board is to make decisions to achieve the fulfilment of these objects as they determine from time to time. The business of the Company is managed by the Board having regard to the Constitution, corporations laws and any other laws and regulations affecting the Company.

2.2 Role of the Board

The role of the Board is to promote & protect the interests of the Company. The Board is responsible for determining the Company's direction and for formulating its corporate objectives, the fulfilment of which is the basis of all decisions and actions taken on behalf of the Company.

In carrying out their responsibilities and exercising their powers, Directors will ensure they act honestly, fairly and diligently, in accordance with the law, in serving the interests of residents, clients and other stakeholders. In doing so, they shall meet all the legal and moral responsibilities and requirements of best practice corporate governance.

2.3 Board Responsibilities

The Board's key responsibilities are:

- The design and execution of the Company's mission and values
- Overseeing Company operations, including its control and accountability systems including holding management to account
- Providing input into the development of an overall strategic plan, reviewing the plan and monitoring performance against the plan.
- Approving and monitoring the progress of major capital expenditure.
- Reviewing, ratifying and monitoring systems of corporate governance, risk management and clinical governance and internal control, codes of conduct and compliance.

- Approving key governance policies which are set out in the Board's annual agenda.
- Appointing, removing and evaluating the performance of the Group CEO.
- Succession and remuneration planning for the Board and the Group CEO.
- Assess skills required by the Board, review candidates for nomination and appoint (or recommend appointment) of suitably qualified candidates for Director appointments/selection.
- Review the nomination and appointment of General Members including engagement strategy and succession planning.
- Appointing and removing Company Secretaries.
- Approving and monitoring financial and other reporting, including external reporting.
- Approving and monitoring annual budget.
- Govern the culture of the Company by setting clear cultural direction and expectations of behaviour.
- Corporate and social responsibility taking into account the social and environmental impact of the Company's activities.
- Selecting and recommending to the General Members the appointment of the external auditor.
- Approving Board and Committee charters and policies.
- Satisfying itself that remuneration policies are aligned with purpose, values, strategic objectives and risk appetite

2.4 Code of Ethics

The Board is committed to ethical behaviour in all aspects of its endeavours, and has adopted the Code of Ethics and Code of Conduct attached to this Charter (Appendix 3).

The Code of Ethics:

- Outlines the Company's values and principles;
- Reflects and shapes the Company's culture;
- Describes the values framework within which the Company operates.

The Code of Ethics is supported by the Board's Code of Conduct which:

- Defines acceptable/unacceptable behaviours, and
- Outlines the rules to which Directors, are to be held accountable, in addition to the IRT employee Code of Conduct.

2.5 Director's Rights

Each Director will be provided access to appropriate training and development. Each Director also has the right to access Company information from Management via the Chair.

Directors have the right to seek independent professional advice (at the Company's expense) in the furtherance of their duties as Directors. The Chair's

prior approval is required and the advice will normally be made available to all Directors, unless the Chair decides otherwise.

2.6 Annual Review

The Board will conduct an annual review of the performance of:

- The full Board
- Board Committees.
- Individual Directors.
- The Chair.

The method of conducting each review and the extent of that review is for the Board to determine.

2.7 Directors and Officers Insurance

Directors and Officers Insurance forms part of the Company's insurance program. Cover is reviewed annually, with consideration to external events, history of reported matters, activity and size of the Company.

3. Board Structure and Composition

3.1 Appointment, Removal and Term of Directors

3.1.1 Nomination of Director candidates

The Board will perform the function of the Nominations Committee consistent with rule 17.5 of the Constitution. The Board may also establish a committee to perform this function. The function of the Nominations Committee will include:

- (a) Review the composition of the Board to determine whether the composition, size and commitment is effective to discharge its responsibilities and duties;
- (b) Ensure that from 1 December 2023, the Board is comprised of:
 - i. Majority independent non-executive directors; and
 - ii. At least one director has experience in the provision of clinical.
- (c) Determine an appropriate methodology to identify potential Directors;
- (d) Identify potential Directors;
- (e) Act with due regard to the role and function of the general members as the deciders of the Elected Directors of IRT by ensuring only fit and proper candidates (as determined in accordance with the fit and proper guidelines set out in Appendix 1) are put to the general members for election;
- (f) Assess the extent to which necessary and desirable competencies for IRT are represented on the Board;
- (g) Review required Board competencies, number and profiles of Directors;
- (h) Ensure that Board succession plans are in place to maintain the required competencies, number and profiles of Directors;

- (i) Review candidates standing for election as Directors in accordance with criteria and guidelines set in accordance with this charter;
- (j) Continually monitor Board membership and structure to ensure that there is appropriate representation on the Board to ensure the long term sustainability of IRT;
- (k) Consider the selection of Director candidates and the extent to which any professional intermediaries should be involved with the process of identifying and/or assessing candidates;

3.1.2 Number of Directors

- (a) The number of Directors (not including alternate Elected Directors) must be not less than 5 and no more than 9, unless otherwise determined by the Board in its absolute discretion.
- (b) The number of Elected Directors must always be greater than the number of Appointed Directors.

3.1.3 Casual appointment

- (a) The Board may at any time appoint a person to be a Director to fill a casual vacancy.
- (b) Any Director appointed under paragraph (a) may hold office only until the next annual general meeting of the Company and is then eligible for election at that meeting.

3.1.4 Qualification as an Elected Director

- (a) Each Elected Director must be a General Member.
- (b) A person who resides at a facility operated by the Company cannot be a Director.

3.1.5 Term of office for an Elected Director

- (a) The term of office of each Elected Director shall be:
 - i 3 years; or
 - ii in the case of a person elected to replace a Director who has ceased to hold office under rules 17.9 and 17.10 of the Constitution, the period remaining in the term of the replaced Director.
- (b) At the conclusion of an Elected Director's term of office, that Elected Director shall be eligible for appointment by the Board as an Appointed Director, subject to paragraph (i) and to rule 17.7(j) of the Constitution.
- (c) The maximum term of office spent as an Elected Director and as an Appointed Director will not exceed 12 years in total.

3.2 Board Chair and Officers

The Board may elect one of their number as their Chair on an annual basis. The Chair must be an Elected Director.

There must be one or more company secretaries, whose appointment is to be endorsed by the Board. The Company Secretary need not be a member of the Company.

The Board may also appoint a person or persons to be senior officers of the Company on terms and for such period as they think fit.

3.3 Board Induction

The Board will provide to all new Directors a thorough induction into the affairs of both the Board and the Company. The induction process is set out in Appendix 5.

All prospective Directors will be provided will all relevant information.

Prior to attendance at their first Board meeting, new Directors will:

- Receive access to the Board's resource centre including:
 - CEO, Company Secretary and Executive Contacts;
 - Board Calendar, and Committee Schedule;
 - Constitution, Board Committee Charters and Agendas, General Members Charter;
 - Annual and Financial reports
 - Board policies;
 - Current and recent meeting papers;
 - Organisation chart;
 - Key Management Information;
 - Glossary of key terms, definitions and acronyms;
- Attend an induction program including:
- Meet with the Board and Committee Chairs, the Group CEO and Executive General Managers for an operational familiarisation including:
 - Industry insight and overview;
 - Organisational strategy, budget, benchmarking, performance goals, social impact, culture, customer experience principles
- Meet with the Company Secretary for a regulatory and governance familiarisation including:
 - Skills matrix;
 - Board training;
 - Conflict of Interest Declarations and expectations;
- Administrative support including:
 - Board Liaison for support regarding Diligent, Resource Centre depository and My Central;
 - ITC representative for support with IT systems generally

New Directors will be offered a follow up induction after 6 months to provide greater detail or clarification requested by the Director.

3.4 Board Committees

The Board has established Board Committees to assist it in carrying out its work. Board Committees provide an opportunity to examine issues in greater detail than what is possible during Board meetings, but are not designed to conflict with the Group CEO's delegated responsibilities.

The Committees of the Board are:

- Audit, Risk & Compliance Committee;
- Governance Committee;
- People & Culture Committee,

and other Committees as the Board may from time to time determine.

Each Committee has its own charter which defines its activities.

The Board appoints the Chair of each Committee.

In carrying out its work, each Committee will have access to appropriate resources, including opinions of senior management and, where necessary, independent advice.

With the approval of the Board, each Committee can co-opt outside members from time to time in order to bring additional skills, experience or networks.

Committees have no power to exercise authority over staff nor delegate tasks to any staff unless the Board and the Group CEO have specifically agreed to such delegations.

Each Committee reports to the Board on the outcome of its work and, where appropriate, makes recommendations to the Board.

An agenda and minutes of each Committee meeting are prepared and circulated to all Directors. The Committee Chair will provide verbal reports to the Board of key recommendations and discussions of the Committee which they chair.

The Board reviews and approves Committee charters on an annual basis.

4. Independence

4.1 Non-Executive Directors

Pursuant to the Constitution a person who holds any salaried position with the Company is ineligible to be a Director.

An independent director is a non-executive director who is not a member of management and who is free of any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the independence of their judgement.

Directors must provide to the Board all information that may be relevant in assessing their independence, and immediately notify the Board if there are any changes in circumstances which could impact upon the Board's assessment of their independence.

4.2 Conflicts of Interest

Directors are required to disclose to the Board any existing or potential conflicts of interest (including declarations of Related Party transactions).

Conflicts of interest occurs when a person is in a position to be influenced, or appears to be influenced by their private interests or other interests when doing their job. For example, a conflict can occur:

- When a Director, or his/her immediate family or business interests, stands to gain financially from any business dealings, programs or services provided to or by the Company

- When a Director, or his/her immediate family or business interests, have a personal relationship with a person or director of an entity which stands to gain financially from any business dealings, programs or services provided to or by the Company.
- When a Director offers a professional service to the Company.
- When a Director stands to gain personally or professionally from any insider knowledge if that knowledge is used for personal or professional advantage.

Accordingly:

- Any business or personal matter which could lead to a conflict of interest of a material nature involving a Director and their role and relationship with the Company, must be declared and registered in the register of interest.
- All such entries in the register shall be presented to the Board and minuted at the first Board meeting following entry in the records.
- Any potential conflict of interest must be declared by the Director concerned at the earliest time after it is identified.
- The Board shall determine whether or not the conflict is of a material nature or of a material significance to the Company and will advise the individual accordingly.
- Where a conflict of interest is identified and/or registered, and the Board has declared that it is of material benefit to the individual or material significance to the Company, the Director concerned shall not vote on any resolution relating to that conflict or issue.
- The Director shall only remain in the meeting during any related discussion with Board approval.
- The Board will determine what records and other documentation relating to the matter will be available to the Director.
- All such occurrences will be minuted.
- Individual Directors, aware of a real or potential conflict of interest of another Director, have a responsibility to bring this to the notice of the Board.

5. Roles and Responsibilities

5.1 The Chair

The Board shall elect one of their number as their Chair on an annual basis.

The Chair's principal role is to provide leadership to the Board and the Company, and to ensure that the Board effectively discharges its responsibilities.

The Chair's main responsibilities are to:

- Develop the annual Board agenda for approval of the Board.
- Work with the Group CEO and the Company Secretary to determine the agenda for Board meetings.
- Preside over Board meetings and ensure meetings operate effectively.

- Foster a positive Boardroom dynamic, enabling open and robust debate of key issues.
- Ensure that the Board receives the information it requires for informed decision-making.
- Maintain on-going communication with the Group CEO and senior management, serving as a conduit between the Board and management.
- At least annually ensure that there is a comprehensive appraisal of the performance of the Group CEO.
- Facilitate a performance evaluation process for the Board, Committees and individual Directors.
- Assume the role of spokesman on Board policy matters.
- The Chair's roles and responsibilities are detailed in a role description approved by the Board.

5.2 The Group Chief Executive Officer (Group CEO)

The Group CEO, together with the senior management team, is accountable to the Board for the overall management and performance of the Company.

The Group CEO manages the Company in accordance with the strategy, business plans and policies approved by the Board.

The Group CEO's performance is regularly evaluated against the achievement of agreed goals, targets and performance indicators. The Group CEO's roles and responsibilities are detailed in a role description approved by the Board.

5.3 The Company Secretary

The Company Secretary supports the Chair and the Board by ensuring processes and procedures are organised efficiently and effectively, and that all corporate governance responsibilities are effectively discharged.

The Company Secretary is appointed by the Board, on the recommendation of the Group CEO. The Group CEO is responsible for determining the conditions of employment, including remuneration.

The Company Secretary is accountable to the Board, through the Chair, for corporate governance matters.

The Company Secretary (or delegate) attends all Board and Committee meetings, but may be asked to absent themselves at any time.

The Company Secretary's role and responsibilities are to be detailed in a role description approved by the Board.

6. Relationship between the Board and Management

6.1 Board Responsibility

The Board is ultimately responsible for the performance of the Company. The Board has retained its authority to make decisions on matters specified in this charter and the Delegations of Authority policy, and save for those matters and Group CEO operational limits, determined from time to time by the Board, it delegates authority for all other matters to the Group CEO.

The Board maintains its independence from Management through a number of measures, including:

- only having independent non-executive directors,
- identifying and defining the respective roles of Management and the Board, and
- the exercise of independent thinking in decision-making.

6.2 Group CEO Responsibility

The Group CEO is accountable to the Board for the exercise of the delegated authority and, with the support of senior management, is to demonstrate progress to fulfil its responsibility through the provision of reports, briefings and presentations on a regular basis.

The Group CEO is expected to provide candid reporting that accurately portrays Company performance.

Board and Committee papers on matters for decision by the Board should normally conform to the Board's requirements, as determined from time to time.

The Group CEO is responsible for the employment, management and performance evaluation of all staff. Neither the Board nor individual Directors will instruct staff in any matters relating to their work, except as otherwise provided by this Charter.

The expert knowledge and experience of individual Directors is available to the Group CEO.

At all times the Group CEO's decisions must be consistent with and not defeat the stated intent and the spirit of the Board's policies. The Group CEO is authorised to establish all operational policies, decisions, practices and activities.

Only decisions of the Board are binding on the Group CEO. Decisions or instructions of individual Directors, officers or Committees are not binding on the Group CEO.

Recognising the right of individual Directors to access information relevant to their governance responsibilities, the Group CEO can defer requests that, in the Group CEO's opinion, require a material amount of staff time or funds, or are disruptive. The Group CEO will immediately notify the Chair of the use of this provision.

The specific responsibilities of the Group CEO are set out in the policies attached to this Charter (Appendix 4).

7. Powers retained by the Board

In addition to matters expressly required by law to be approved by the Board, powers specifically reserved by the Board are as follows:

7.1 Strategy

Approval of:

- The Company's corporate objectives and corporate strategy.
- The annual operating and capital budgets and any material changes.

Review of corporate performance and progress towards strategy implementation.

7.2 Oversight

Oversight of the Company's operations to ensure:

- Robust planning;
- Competent and prudent management;
- Appropriate systems of risk oversight and internal control;
- Appropriate accounting systems, records and reporting systems;
- Adherence to statutory and regulatory requirements; and
- Development of the target Company culture.

7.3 Structure and Capital

Approval of:

- Changes to the Company's corporate structure;
- Changes to the Company's legal status;
- Major capital expenditure, capital management, and acquisitions and divestitures; and
- Major capital projects.

7.4 Financial Reporting and Controls

Approval of:

- Statutory reporting;
- Annual report and accounts (including the directors' report); and
- Significant changes in accounting policies.

7.5 Contracts

Approval of major contracts:

- Which are strategically significant, having regard to the Group CEO's delegation of authority; and/or
- Which are assessed to be outside the Board's risk tolerances having regard to the Board's risk appetite.

7.6 Board Membership

Approval of:

- Changes to the composition, structure and/or size of the Board;
- Appointments to the Board;
- Selection of the Board Chair and

- Membership of Board Committees, including the appointment of the Committee Chair.

7.7 Executive Management

- Appointment and removal of the Group CEO and determining their terms and conditions of employment (including remuneration).
- Annual Performance Evaluation of the Group CEO
- Significant changes to organisational structure.

7.8 Corporate Governance

- Conduct of an annual performance appraisal of the Board as a whole, its Committees, the Chair, and individual Directors.
- Assessment of the independence of Directors.
- Review of the overall governance practices and procedures.
- Approval of this charter and the Board Committee charters.

7.9 Other

- Appointment of the Company's major professional advisers.
- Decisions relating to major litigation.
- Acquisitions, establishment, disposal or cessation of any significant business of the Company.

8. Board and Committee meeting procedures

8.1 Annual Agenda

The relevant provisions of the Company's Constitution govern meetings and proceedings of the Board.

To assist in planning the Board's calendar, the Board adopts an annual agenda detailing the items to be considered at each Board meeting.

The Board meeting schedule is determined annually in advance by the Board. In certain circumstances, additional unscheduled meetings may be called to deal with urgent business.

8.2 Meeting Preparation

The Chair, working with the Group CEO and Company Secretary will normally set the agenda for each meeting, although any Director may request the inclusion of specific items.

The agenda and supporting papers should be distributed to Directors prior to each meeting in sufficient time to enable Directors to read the papers and properly prepare for the meeting.

Directors are expected to be fully prepared for each meeting, having carefully reviewed all Board papers distributed in advance of the meeting and being prepared to participate effectively in Board discussions and decision making.

Directors are expected to make every reasonable effort to attend each Board meeting and each meeting of Committees on which they serve. Attendance in person is preferred, however, participation by teleconference or other electronic means is permitted, if necessary.

8.3 Attendees

The Group CEO, Company Secretary and Executive General Manager – Finance attend Board meetings by standing invitation as non-voting advisors, but may be asked to absent themselves at any time. Management attendees are not members of the Board. The Board may invite other persons to Board meetings as it thinks fit.

8.4 Conflict of Interest

If a Director has a 'material personal interest' in a matter that is being considered at a meeting, they must not be present for consideration of that matter unless the interest falls under an exception stated in section 191 of the *Corporations Act 2001*, or the other Directors pass a resolution that:

- identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of the Company; and
- states that those Directors are satisfied that the interest should not disqualify the Director from voting or being present.

8.5 Minutes

Draft minutes of each Board meeting are prepared by the Company Secretary (or their delegate) for review by the Chair and circulated to all Directors by the Company Secretary as soon as practicable, but no later than seven working days following the meeting. The Board's approach to minutes of the Board (and its Committees) is described in Appendix 2.

Annotations

Directors may from time to time make personal annotations on Board papers to assist their preparation for meetings. The Board's approach to retention and destruction of annotations is described in Appendix 2.

Endorsement and Approval



Approved by the Board of Directors and signed by the Chair

Date: 20 October 2022

Appendix 1: Fit and Proper Requirements

CRITERIA OVERVIEW

- A copy of these requirements will be made available on request to anyone wishing to apply to become an IRT Director.
- These requirements are to be read in conjunction with the position description for Directors.
- Directors are to ensure that they are aware of and understand these requirements.
- Board Members must meet these requirements throughout their tenure.
- The Board will conduct prudent checks upon appointment and periodically to ensure Directors remain 'Fit and Proper', including obtaining an annual Fit and Proper Declaration as well as a Conflict of Interest Declaration from all Director's.
- These Fit and Proper requirements support IRT's Constitution, and Board and Committee Charters.
- The Board is responsible for developing, approving and ensuring compliance with these requirements. The requirements will be reviewed from time to time by the Board.
- Where a Director is assessed as not 'fit and proper', IRT must take all steps it prudently can to ensure that the person is not re-elected or re-appointed or continues to be a Director.

FIT AND PROPER REQUIREMENTS

- For a person to be regarded as fit and proper the Board must be satisfied that the individual:
 - a) Has a valid Director Identification Number;
 - b) Has the character, competence, commitment, diligence, honesty , integrity and judgement to properly perform the duties of Director;
 - c) Possesses the knowledge and skills to properly perform the duties of Director;
 - d) Is not disqualified under law from holding any position as a Director;
 - e) Does not have any conflict of interest that will create a material risk so that they will not properly discharge the duties related to the position of Director.
- The Board will make all reasonable enquiries to obtain information relevant to the assessment including the following information as appropriate to the individual and the role:
 - a) A National Police Certificate from the Australian Federal Police
 - b) An NDIS Worker Screening Clearance
 - c) A search of the Australian Financial Security Authority's National Personal Insolvency Index;
 - d) A check of the register of banned and disqualified persons from ASIC and ACNC (Australian Securities and Investments Commission and Australian Charities and Not-for-profits Commission)
 - e) References from employers where appropriate
 - f) References from other Boards where appropriate
 - g) References from professional bodies where appropriate
 - h) A declaration from the applicant as to fitness and propriety
 - i) A conflict of interest declaration
 - j) Individual Director self-assessment
 - k) Any questions or issues raised by members at a meeting
- All Candidates on application must complete a declaration as to whether they are a fit and proper person.
- All Candidates on application must complete a conflict of interest declaration.
- All Candidates on application must provide their consent to allow the Board to obtain the information from sources outlined above

FIT AND PROPER CRITERIA

- In conducting fit and proper assessments, the Board will consider the following as additional criteria including, whether the person:
 - a) Has demonstrated the appropriate competence and integrity in fulfilling occupational, managerial or professional responsibilities previously and/or in the conduct of current duties;
 - b) Has demonstrated a lack of willingness to comply with legal obligations, regulatory requirements or professional standards, or been obstructive, misleading or untruthful in dealing with regulatory bodies or a court;
 - c) Has breached a fiduciary obligation;
 - d) Has perpetrated or participated in negligent, deceitful, or otherwise discreditable business or professional practices;
 - e) Has been reprimanded, or disqualified, or removed, by a professional or regulatory body in relation to matters relating to the person's honesty, integrity or business conduct;
 - f) Has seriously or persistently failed to manage personal debts or financial affairs satisfactorily in circumstances where such failure caused loss to others;
 - g) Has been substantially involved in the management of a business or company which has failed, where that failure has been occasioned in part by deficiencies in that management;
 - h) Is of bad repute in any business or financial community;
 - i) Is or was the subject of civil or criminal proceedings or enforcement action, in relation to the management of an entity, or commercial or professional activities, which were determined adversely to the person (including by the person consenting to an order or direction, or giving an undertaking, not to engage in unlawful or improper conduct) and which reflected adversely on the person's character, competence, diligence, judgement, honesty or integrity.

The Board may consider other matters as it deems reasonable and appropriate.

DECISION MAKING PROCESS

- In conducting an assessment of fitness and propriety of a person, the Board will consider whether the information provided is materially adverse to the fitness and propriety of the person.

GUIDELINE BREACHES

- If a Director breaches these fit and proper requirements or criteria, the Board may ask the Director to resign from their position. If the Director does not agree to resign the matter will be referred for further mediation and consultation with appropriate professionals and the Board may resolve to seek a resolution of the Members to approve the removal of the Director.

ASSOCIATED DOCUMENTS TO THESE REQUIREMENTS

- Fit and Proper Declaration
- Conflict of Interest Declaration
- Position Description – Director
- IRT Constitution
- Board and Committee Charters and Code of Conduct

APPENDIX 2 – BOARD APPROACH TO MINUTES AND ANNOTATIONS

Minutes

Minutes of Board and Committee meetings are to be prepared using the following principles:

Do	Don't
Include key points of discussion and broad reasons material to the decisions. Be as concise as circumstances permit.	Record failed motions Record the name of the mover and seconder Include the length of time spent discussing an agenda item
Accurately, but succinctly, capture competing risks and considerations which were balanced when exercising judgment	Include speeches and arguments
Use non- emotive and impartial language in plain English	Use a recording device
Ensure board papers are well-written, demonstrate the reasons a decision should be taken and clearly indicate what the board is being asked to do.	Summarise reports of committees or board papers
Where a decision is made which was not canvassed in the board paper or is contrary to management's recommendation, include sufficient detail about the rationale for the decision	Include material information included in board papers or other supporting documents that can be referenced and attached to the minutes
Record significant issues or reservations raised by the Board and the responses received from, or action promised by, management.	
Record abstentions any dissenting views where requested by individuals or where there is a conflict of interest	
Reflect the Board acting as a collective, not as a group of individuals. Record the reason the majority were in favour of a decision.	Record individual votes unless the person requests
Use words like "discussed", "debated", "questioned", "enquired", "requested information on", "tested their understanding" to describe discussions on untested ideas or general thoughts on topics	Attribute details of discussions
Note where the Board considered relevant legal advice when making a decision and clearly identify any privileged information (preferably include in an appendix)	Provide detail of privileged information
Record incidents occurring at the meeting which may be significant	Record unrelated incidents

Annotations

Board and Committee papers will be archived in Diligent every 6 months (around April and October each year). When papers are archived, all annotations will be deleted such that the

only official record of the meeting will be the Company copy of the papers and the signed minutes.

Annotations will not be deleted where:

- A Director has requested that annotations be kept because a matter is complex and involves significant risk;
- A Director has requested that annotations be kept because their requested changes to the official minutes were denied; or
- There is a high degree of likelihood a matter may result in legal proceedings, or legal proceedings have commenced.

APPENDIX 3 – CODE OF ETHICS, CODE OF CONDUCT

1. Code of Ethics

- The Directors shall act honestly and in good faith at all times, embracing the values of IRT.
- The key values and principles to be adopted by Directors are:
 - Integrity
 - Leadership
 - Selflessness
 - Impartiality
 - Accountability
 - Openness
 - Honesty
 - Respect
- Directors must ensure scrupulous avoidance of deception, unethical practice or any other behaviour that is, or might be construed as, less than honourable in the pursuit of the mission of IRT.
- Directors must act in accordance with their fiduciary duties, complying with the spirit as well as the letter of the law, recognising both the legal and moral duties of the role.

2. Code of Conduct

In addition to the IRT employee Code of Conduct, Directors will:

- Declare all interests that could result in a conflict between personal and organisational priorities.
- Disclose any related party interest where those interests could potentially lead to conflict of interest. The onus is on the Director to draw the Board's attention to other official or private capacities where there may be a perception of conflict of interest. The Board will judge if it is appropriate for the Director to participate in debate. (Refer to Conflict of Interest Guidelines).
- Use due care and diligence in fulfilling the functions of office and exercising the powers attached to it.
- Be diligent, attend Board meetings and devote sufficient time to preparation for Board meetings to allow for full and appropriate participation in the Board's decision-making.
- A Director will, in good faith, behave in a manner that is consistent with generally accepted procedures for the conduct of meetings at all meetings of the Board. This will include, but not be limited to:
 - Acting in a business-like manner;
 - Acting in accordance with the Constitution;
 - Addressing issues in a confident and firm, yet friendly manner;
 - Using judgement, common sense and tact when discussing issues;
 - Minimising chatter and irrelevant remarks;

- Ensuring that others are given a reasonable opportunity to put forward their views (ie refraining from interruption or interjection when another Director or person is speaking); and
 - Respecting any request or indication from the Chair that aims to secure the orderly and good-spirited conduct of the meeting.
- Seek to understand enough about the role and function of the Board, so as to carry out the duties as Director in an appropriate way.
 - Seek to understand enough about the business and the environment in which it operates to be able to make reasonably well informed contributions.
 - Be independent in judgement and actions and take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board.
 - Not disclose to any other person confidential information other than as agreed by the Board or as required under law.
 - Have appropriate regard for the legitimate interests of all stakeholders.
 - Not engage in conduct likely to bring discredit upon the IRT, making proper use of information acquired as a Director, and not taking improper advantage of the position of Director.
 - Accept collective responsibility, outside of Board meetings, for the decisions approved by majority vote.
 - Refrain from actively opposing or impeding the implementation of a decision, or engaging in public debate after a decision has been made, whilst recognising a Director's right to pursue a review or reversal of a Board decision.
 - At all times protect the reputation of IRT and not engage in activities that would bring it into disrepute.
 - Make every reasonable effort to ensure that IRT does not raise residents, clients or other stakeholders expectations that cannot be fulfilled.
 - Meet its responsibility to ensure that all staff employed by IRT are treated with due respect and are provided with a working environment or working conditions that meet all reasonable standards of employment as defined in relevant work place legislation or agreements.

3. Conflict of Interest Guidelines

Guidelines

The purpose of these Conflicts of Interest Guidelines are to protect the IRT's decision-making process, to enable the IRT community to have confidence in our integrity, and to protect the integrity and reputation of IRT Directors.

The standard behaviour at IRT is that all Directors scrupulously avoid conflicts of interest between the interests of the Board on the one hand, and personal, professional and business interests on the other. This includes avoiding potential and actual conflicts of interest, as well as perceptions of conflicts of interest. However, when potential and actual conflicts of interest occur, immediate and full disclosures is of primary importance.

Directors shall not, in their capacity as Directors:

- Seek or accept in connection with their duties as a Director any fee, favour, reward, gift or benefit likely to place them under an actual or perceived financial or moral obligation to other organisations or individuals.

- Use their Director position for personal profit, gain or advantage.

Conflicts between private interests and a Director's duty to act at all times in the best interest of IRT can, for example, arise when:

- A Director or immediate family stands to make a financial gain from, or to be otherwise advantaged by a Board decision.
- A member or immediate family holds membership of or ownership in another organisation likely to be affected by a Board decision.

Judgements as to what is a conflict of interest can be difficult and the onus is on Directors to place on record, any issues or potential conflict to ensure they are transparent and capable of review. If in doubt as to whether a conflict of interest may exist the Director is encouraged to discuss the matter with the Chair or the Group CEO. The final determination will be made by the Board.

The best way of managing a conflict of interest will depend on the nature and extent of the conflict but may include, for example, divestment, resignation, confidentiality agreements, exclusion from receiving related material, withdrawal from discussion and/or decision-making. Minor conflicts can be dealt with as they arise during the course of Board or Committee business. Major conflicts will be resolved by the Board.

APPENDIX 4 – GROUP CEO RESPONSIBILITIES

Budgeting/Financial Planning

Budgeting/financial planning for any financial year or the remaining part of any financial year shall be designed to ensure the achievement of the Board-determined results. Accordingly, the Group CEO shall develop a budget that:

1. Contains significant information to enable:
 - (a) credible projection of revenues and expenses,
 - (b) separation of capital and operational items
 - (c) projection of cash flows, and
 - (d) disclosure of planning assumptions.
2. Does not create financial risk beyond Board-determined parameters.
3. Incorporates/accommodates medium to long-term financial plans/projections and long-term business direction.
4. Is designed to achieve a 'bottom line' that is not materially different from that determined by the Board, e.g. a predetermined surplus, acceptable deficit or balanced budget.
5. Ensures Board determined financial ratios are achieved.
6. Provides for current and future capital requirements such as future buildings.
7. Provides for the Board's developmental and other expenditure.
8. Plans for the Board-determined spread of revenue sources.
9. Provides transparency and does not disguise any audit trail.
10. Demonstrates responsible management of the organisation's assets.

Financial Conditions

The Group CEO shall not cause or allow the threat or development of financial harm, imprudent financial actions or decisions, or material deviation of expenditures from Board priorities.

Accordingly the Group CEO shall:

1. Only use organisational funds, or enter into any contracts or accept other liabilities, for the furtherance of Board-approved purposes and priorities.
2. Not expend more funds than have been received in the financial year unless offset by Board approved borrowings or withdrawals from reserves.
3. Ensure undisputed invoices from suppliers of goods and services are paid within trade credit terms agreed with those suppliers.
4. Pay staff in accordance with their employment contracts.
5. Ensure that all purchases and/or commitments are within delegated authority levels as prescribed in the Delegations of Authority document.
6. Have in place a policy and practice on delegated authorities for capital, operational, cheque signatories, on line transfers and signing of documents.
7. Not allow tax payments or other government payments or returns to be overdue or inaccurately filed.
8. Comply with Australian Accounting Standards.
9. Not acquire, encumber or dispose of real property without Board approval

10. Ensure that there are limitations on expenditure and adequate controls on the use of credit or other purchase cards by card holding staff.
11. Assertively pursue receivables overdue.

Investments

The Group CEO shall ensure investments are not invested in a manner that threatens the organisation's financial security. Therefore the Group CEO shall:

1. Maintain sufficient liquidity to meet short to medium-term financial commitments.
2. Not invest in other than Board approved institutions or funds.

Strategy

The board works collaboratively with management in setting the strategic intention and direction of IRT. Once articulated, the CEO is responsible for developing the draft strategic plan for presentation to the Board. Once approved by the Board, the CEO is responsible implementing the strategy and ensuring that IRT's structure and processes support the strategy.

The CEO is also responsible for alerting the Board of any material issues impacting IRT's ability to implement the strategic plan.

A copy of AICD's Director Tool: [Role of the Chief Executive Officer](#) is provided as a supporting document.

Remuneration and Benefits

With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the Group CEO shall not in any way jeopardise IRT Group's financial integrity or good name in the community. Accordingly the Group CEO shall not:

1. Change his/her own remuneration.
2. Fail to have regard for the employee's skills and experience, negotiated salary scales, award rates and market conditions for such skills and experience when establishing employee remuneration and benefits.
3. Create obligations that cannot be met over the projected period of the individual's term of employment or over a period for which revenues can realistically be projected.
4. Cause unfunded liabilities to occur or in any way commit IRT Group to benefits that incur unpredictable future costs except as otherwise provided by legislation or awards.

Protection of Assets

The Group CEO shall not allow IRT Group's assets to be unprotected, inadequately maintained or unnecessarily put at risk. Therefore the Group CEO shall:

1. Ensure the process for the collection, receipt or disbursement of funds outside of controls are acceptable to the duly appointed auditor.
2. Ensure funds are deposited in only Board-approved institutions.
3. Ensure assets are insured for not less than is considered necessary (as defined by the Board/audit Committee from time to time) for prudent risk-management.
4. Ensure conflicts of interest are avoided in the purchase of goods or services.
5. Ensure employees, relatives or their friends are prohibited from driving IRT Group's or rental vehicles on behalf of IRT if they do not hold a current driver's licence in the appropriate

category or if their driving record or, in the case of non-employees, age causes the vehicle insurance to be restricted or be cancelled.

6. Ensure plant and equipment is not subjected to unauthorised or improper use, wear and tear or insufficient maintenance.
7. Ensure intellectual property, information, and files are protected from loss, improper use, improper purposes, or significant damage.
8. Ensure that there are appropriate and effective security systems in place to adequately safeguard against loss, damage or theft of staff, customer and IRT property.
9. Maintain an appropriate asset register.
10. Ensure that the premises meet appropriate local and/or government standards and/or any other statutory or minimum code requirements.
11. Maintain a current assessment and evaluation of the risk factors that could conceivably disrupt IRT Group's effective and efficient operation and ensure that there are plans and systems that, in the event of disruptive events, will allow continuity of business.

Operational and Corporate Risk

The Group CEO is responsible for reporting to the Board the following:

1. Developing business plans, budgets and strategies for consideration by the board and, to the extent approved by the board, implementing these plans, budgets and strategies;
2. Identifying and managing operational and corporate risks for the organisation and, where those risks could have a material impact on the organisation, formulating strategies for managing and mitigating those risks, including for consideration and endorsement (as applicable) by the board;

Emergency Group CEO Succession

In order to protect the Board from sudden or unexpected loss of its Group CEO's services, the Group CEO shall ensure that there is at least one person who is capable of assuming the Group CEO role and tasks and who is familiar with Board issues and priorities.

Treatment of Staff

With respect to the employment and treatment of staff and programme volunteers the Group CEO shall ensure conditions are safe, fair and dignified including as defined in various workplace Acts, e.g. Work Health and Safety Act, Fair Work Act, etc. Accordingly the Group CEO shall:

1. Ensure written personnel policies are in place that make clear rules and personnel processes for staff and protect against unfair or unethical practices.
2. Ensure there is an approved and fair internal grievance process for employees and volunteers.
3. Implementing policies, processes and codes of conduct approved by the board and facilitating the monitoring and reviewing of, and reporting against, those policies, processes and codes of conduct
4. Ensure staff have the right to bring a grievance to the Board when a staff member alleges that:
 - a) a Board policy has been violated to his/her detriment, or
 - b) a Board policy does not adequately protect his or her human rights; or
 - c) the correct internal channels have been exhausted.

The appropriate channel for any such grievance is through the Chair.

5. Ensure that all staff members are acquainted with their rights under this policy.

Treatment of Residents and Clients

With respect to interactions with residents/customers or all those applying to be residents/customers, the Group CEO shall not cause or allow conditions, procedures, or decisions which are unsafe, undignified, unnecessarily intrusive, or that fail to provide appropriate confidentiality or privacy in accordance with relevant privacy laws. Accordingly, the Group CEO shall:

1. Ensure information for which there is no clear necessity is not obtained.
2. Ensure that information that is collected, reviewed, transmitted or stored is done so in a manner that protects it against improper access.
3. Maintain facilities that provide a reasonable level of privacy.
4. Ensure that there are systems to provide information to residents/clients (and their advocates) regarding the services offered and their rights.

APPENDIX 5 – DIRECTOR INDUCTION PROCESS

A pre-Board and post-Board appointment induction process is provided on the organisation, the roles and responsibilities of the Board, financial management obligations, strategic priorities, goals and objectives.

Purpose

The purpose of the induction is to provide Board members with the information required to enable members to conduct their role in a clear and structured manner. The induction is designed to provide information about IRT and the roles and responsibilities of the Board and Board members.

A structured Board induction is crucial to enable Directors to find answers to questions such as:

- What skills and knowledge do we bring to the table?
- What do we need to know and learn?
- How will we function as a Board?
- Within what principles will we operate?
- What resources are available?
- How often and where should we meet?
- How will we run our meetings?
- With whom and how will we communicate?
- What administrative systems will we require?
- Will we require outside advice on legal, planning and financial matters?
- What are our legal responsibilities?
- What decision-making and problem-solving techniques will we use?

To enable new Board members to feel an integral part of the Board as soon as possible, induction is important to assist members to voice opinions and participate effectively.

While the Induction program includes a dedicated one day initial session support will continue to be provided over a six month period to ensure adequate time is given to the Board member to raise questions for clarification.

Induction of new Board members

It is recognised that even well-qualified Board members may take some time to gain current and historical knowledge of the business. To assist in this, each new Board member will be provided with pre and post appointment information.

It needs to be noted that in the planning of the induction, the experience levels of Board members will vary greatly on each appointment with some having served on previous Boards and others being new to the Board environment. The levels of interest and expertise will also differ. A general Board induction checklist is provided at Annexure 1.

ANNEXURE 1

Pre-Board Appointment	
• Approached by Chair and informal meeting with respective Board members	
• Constitution	
• Board Committee Charters Agenda's, and General Members Charter	
• Vision and Values	
• Current Annual Report and financials	
• 40 th and 50 TH Anniversary Book	
• IRT Aged Care, Retirement and Home Care – details and locations	
• Complete Fit and Proper and Conflict of Interest Declarations	
• Lodge required paperwork and conduct bankruptcy and police checks	

Director Induction: Topics of Coverage can include (but are not limited to the following which are also provided in full in the Diligent Resource Centre)

1. CONFLICT OF INTEREST	<p>Company Conflict of Interest Register</p> <ul style="list-style-type: none"> • Directors & Officers • Employees
2. ADMINISTRATION	<p>Resource Centre Contents at a Glance</p> <p>Contact Listing</p> <p>Organisational Charts</p> <p>Calendars</p> <ul style="list-style-type: none"> • Board & Committee • Events • Leave • Board Training & Education (including industry events) <p>Membership of Board Sub-Committees</p> <p>Glossary & Acronyms</p>
3. GOVERNANCE	<p>IRT Constitution</p> <p>Board & Committee Charters & Agendas</p> <ul style="list-style-type: none"> • Board Charter • Board Annual Agenda • Governance Committee Charter • Governance Annual Agenda • Audit Risk & Compliance Committee Charter • Audit Risk & Compliance Annual Agenda • People and Culture Committee Charter • People and Culture Annual Agenda <p>Board Compliance</p> <ul style="list-style-type: none"> • Board Compliance Plan • Record of Statutory Filings • Document Register • Serious Wrongdoing (Whistleblowers) policy • Critical Incident policy & Board Crisis Response Plan • Board remuneration policy • Investment Management Policy • PBI Assessment • Delegations of Authority Policy • Privacy Compliance Policy
3. GENERAL MEMBERS	<p>General Members Charter</p> <p>General Membership</p> <ul style="list-style-type: none"> • Listing of Current Members • Summary of all Members • Application Form • Criteria & Attributes
4. POTENTIAL BOARD & GENERAL MEMBER CANDIDATES	<p>Board & General Member Candidates</p> <ul style="list-style-type: none"> • Potential Candidate Listing
5. BOARD	<p>Director Information</p> <ul style="list-style-type: none"> • Director Induction Checklist • Position Description • Fit & Proper Guidelines • Directors' Annual Fit & Proper / Conflict of Interest Declarations

	<ul style="list-style-type: none"> • Board Performance Review • Skill Set Matrix • Tenure Directors Remuneration <ul style="list-style-type: none"> • Directors remuneration table • Most Recent Board remuneration review Group CEO Contract (Restricted Access)
6. MANAGEMENT	Strategic Framework <ul style="list-style-type: none"> • Most recent Strategic Plan • Balanced Scorecard Risk <ul style="list-style-type: none"> • Risk Appetite Policy • Risk Framework, Risk Appetite Statement • Risk Management Policy • Internal Audit Plan Budget Customer Promise Culture <ul style="list-style-type: none"> • Mission and Values • Code of Conduct • People & Culture: Policy Listing Insurance Program <ul style="list-style-type: none"> • Insurance Declarations – Directors & Officers Project Update Strategic Investment <ul style="list-style-type: none"> • Strategic Investment Framework • Major Projects Governance •
7. COMPANY INFORMATION	Organisation overview / key business drivers Annual and Financial Reports AGM: Presentations and Group CEO Address IRT Community Locations IRT 40th Anniversary Book and Video Internal Videos of Interest
8. spIRT Pty Ltd	spIRT Constitution
9. REGULATORY ENVIRONMENT, TRENDS, OPPORTUNITIES AND BENCHMARKING	Aged Care <ul style="list-style-type: none"> • Quality of Care Principles • Aged Care Roadmap • Aged Care Quality Standards Retirement Villages <ul style="list-style-type: none"> • Retirement Living Code of Conduct Home Care Not for Profit PBI General <ul style="list-style-type: none"> • Most recent Industry Reports and presentations Industry Bodies & Influencers
10. CORPORATE REFERENCE MATERIAL AND ARTICLES	AICD Governance Institute ASX ACNC <ul style="list-style-type: none"> • ACNC: Governance Standards Guidance

	<p>INTERNAL PRESENTATIONS TO BOARD</p> <ul style="list-style-type: none"> • Most recent board papers on items of strategic importance. <p>IRT RETIREMENT VILLAGE ACCOUNTS</p>
<p>11. ROYAL COMMISSION INTO AGED CARE QUALITY & SAFETY</p>	<p>A link to the website can be found here: https://agedcare.royalcommission.gov.au/Pages/default.aspx</p> <p>LETTERS PATENT HEARING TRANSCRIPTS IRT PROVIDER RESPONSES: INDIVIDUAL SERVICES IRT PROVIDER RESPONSE: CORPORATE WITNESS STATEMENTS REPORTS</p>

SAMPLE PROGRAM: Director Induction

(Final program is determined and personalised in conjunction with incoming Directors)		
	Meeting with EGM – Customer & People	<ul style="list-style-type: none"> • Overview of the portfolio • Remuneration details and contact • Business plan, strategy and performance goals. • Culture • IRT Academy
	Meeting with EGM – Home Care & Retirement Living	<ul style="list-style-type: none"> • Overview of the portfolio • Business plan, strategy and performance goals, customer experience.
	Meeting with EGM – Aged Care Centres	<ul style="list-style-type: none"> • Overview of the portfolio • Business plan, strategy and performance goals, customer experience.
	Meeting with EGM – Quality and Governance	<ul style="list-style-type: none"> • Overview of the portfolio • Business plan, strategy and performance goals • Safety
	Meeting with Board Chair	<ul style="list-style-type: none"> • The role of the Board • Board Charter • Annual Agenda • Committee Representation • Strategy • CEO contract, performance • STI scheme • General Members
	Meeting with Audit, Risk & Compliance Committee Chair	<ul style="list-style-type: none"> • Charter • Annual Agenda • Overview of the Committee • Challenges and recent items of focus
	Meeting with Governance Committee Chair	<ul style="list-style-type: none"> • Charter • Annual Agenda • Overview of the Committee • Challenges and recent items of focus
	Meeting with People & Culture Committee Chair	<ul style="list-style-type: none"> • Charter • Annual Agenda • Overview of the Committee • Challenges and recent items of focus
	Meeting with the Group CEO and Board Chair	<ul style="list-style-type: none"> • Industry insight and overview • Challenges and issues • Emerging trends and opportunities • IRT Group Strategy •
	Meeting with Company Secretary and Board Liaison	<ul style="list-style-type: none"> • The regulatory environment • Governance • Risk Appetite • Completion of skills matrix, • Board training • COI declarations • Directors and Officers Insurance • Diligent
	Meeting with EGM – Strategy	<ul style="list-style-type: none"> • Overview of the portfolio • Business plan, strategy and performance goals, customer experience.

		<ul style="list-style-type: none"> • Social Impact and IRT Foundation • spIRT
	Meeting with EGM – Finance	<ul style="list-style-type: none"> • Overview of the portfolio • Business plan, strategy and performance goals, customer experience. • IRT Catering • Group Budget • Industry benchmarking • Financial performance goals
	Meeting with EGM – Infrastructure and Technology	<ul style="list-style-type: none"> • Overview of the portfolio • Business plan, strategy and performance goals, customer experience.
<p>POST INDUCTION REVIEW:</p> <ul style="list-style-type: none"> • A feedback form on the induction process will be provided to each new Director. • The Board Liaison will seek feedback from each new Director approximately six month post induction regarding any areas for subsequent follow up and will arrange sessions with the respective Executive General Manager. 		