Home in Place

Group Charter

Document CHAR-001
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1. Introduction

Home in Place – Overview and objects

1.1 Home in Place is one of Australia’s largest non-government social housing providers with over 35 years’ experience in providing secure and affordable housing, as well as delivering housing products for disadvantaged people who have difficulties sourcing adequate housing.

1.2 The Constitution outlines the objects of Home in Place, which are to:
   a. relieve poverty, sickness, destitution, homelessness and distress of persons in need regardless of the person’s status including race, gender, sex, sexuality, sexual orientation, disability, health and age;
   b. obtain secure, affordable and sensitively managed housing for poor, needy and underprivileged people and those with a disability;
   c. conduct for-profit activities that further (or are ancillary to) Home in Place’s objects provided that any profits generated are solely used in the pursuit of Home in Place objects; and
   d. operate in its own right and through subsidiaries and joint ventures in Australia and abroad.

Purpose and application of Group Charter

1.3 This Group Charter provides a framework aimed at promoting high standards of corporate governance across the Home in Place Group by clarifying the:
   a. communication channels within the Home in Place Group;
   b. the Parent Board’s roles, responsibilities and authorities (both as individual directors and collectively as a board), subsidiaries and its boards, Governance Committees and management in setting the direction, management and control of the Home in Place Group; and
   c. process for undertaking due diligence within the Home in Place Group.

1.4 This Group Charter is based on widely recognised Australian good governance practices from the Governance Institute of Australia, the Australian Institute of Company Directors and other sources and applies to all members of the Home in Place Group, including but not limited to the activities carried out by the Parent Board, a Subsidiary Board, a Governance Committee and an Advisory Group.

1.5 It is acknowledged that some organisations before joining the Home in Place Group may be operating under different governance documents, processes and approaches. However, effective from when an organisation becomes a Subsidiary of Home in Place, this Group Charter will apply to the Subsidiary.

2. Governance Framework

Home in Place Governance Overview

2.1 Home in Place is the parent company of the Home in Place Group, governed by the Parent Board. It is an Australian public company, limited by guarantee registered under the Corporations Act 2001, and a charity registered under the Australian Charities and Not-for-profits Commission (ACNC) Act 2012 and regulated by the ACNC.

2.2 As an ACNC registered entity, Home in Place and each Australian-based Subsidiary that operates as a charity must comply with the ACNC Governance Standards and the governance
policies of the Home in Place Group, the latter of which will either meet, or exceed, those governance standards.

**Home in Place Group Structure**

2.3 The Home in Place Group Structure is outlined in **Annexure 1: Home in Place Group Structure**.

2.4 Any structural change to the Home in Place Group must be approved by the Parent Board. Any decision to add or remove Subsidiaries from the Home in Place Group will need to be accompanied with a business case from the GMD or the Subsidiary Board (in consultation with the GMD) with a recommendation to the Parent Board for its consideration and approval.

**Home in Place Group Governance Documents Hierarchy**

2.5 **Figure 1** reflects the Home in Place Group Governance Documents Hierarchy. In case of inconsistencies, the item at the top of the hierarchy will override and prevail over the item below.

```
Home in Place Constitution
<table>
<thead>
<tr>
<th>Subsidiary Constitution</th>
</tr>
</thead>
<tbody>
<tr>
<td>Home in Place Group Charter</td>
</tr>
<tr>
<td>Committees’ Terms of Reference</td>
</tr>
<tr>
<td>Home in Place Policies and Procedures</td>
</tr>
<tr>
<td>Subsidiary Policies and Procedures</td>
</tr>
</tbody>
</table>
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**Figure 1: Home in Place Governance Documents’ Hierarchy**

2.6 The Constitution prevails over any other governance document of the Home in Place Group. In line with the Home in Place Group Governance Documents Hierarchy, this Group Charter is intended to be read and is subject to:

   a. the Constitution;
   b. the constitution of any Subsidiaries; and
   c. other related policies and procedures of Home in Place that are relevant and supports the Parent Board in discharging its legal obligations and conduct of its business.

3. **Home in Place Group Governance Principles**

3.1 Each director of the Parent Board and a Subsidiary Board, and each member of a Governance Committee and Advisory Group, must:

   a. act in the ‘best interests’ of the Parent Company in carrying out their duties;
   b. focus on the Home in Place purpose and objects;
   c. perform effectively in clearly defined roles and responsibilities;
   d. make informed, transparent decisions within Home in Place accountability systems;
   e. contribute to the effectiveness of the Parent Board and others responsible for governance;
   f. recognise and engage the relevant interests of the Home in Place’s tenants and other stakeholders;
   g. act in good faith;
   h. protect confidentiality; and
i. abide by the Code of Conduct.

### Avoiding duplication of due diligence

3.2 If a Subsidiary Board or a Governance Committee is dealing with a particular matter, referred to as the 'first board or committee', it is reasonable for the other boards and Governance Committees within the Home in Place Group (including the Parent Board) to rely on the due diligence undertaken by the first board or committee.

3.3 A chair of a board or Governance Committee within the Home in Place Group is nevertheless entitled (and encouraged) to:

   a. inquire about such due diligence with the chair of the first board or committee or the chair of the Parent Board; and

   b. if unsatisfied in connection with the due diligence, bring the matter back to the Parent Board for direction before engaging in any further due diligence.

3.4 This process of reliance is consistent with the ‘business judgement’ rule under section 180(2)(c) of the Corporations Act, which requires directors to ‘inform themselves about the subject matter of [a business decision] to the extent they reasonably believe to be appropriate.’

3.5 All directors of the Parent Board are given access to the minutes and papers of each Parent Board, Governance Committee and Subsidiary Board meeting.

3.6 All directors of a Subsidiary Board are given access to the minutes and papers of each Subsidiary Board and its committee meeting.

### Order and timing of due diligence

3.7 If a Subsidiary Board is engaging in due diligence on a matter concerning that Subsidiary, the Parent Board or a Governance Committee will not (except in exceptional circumstances) engage in its own due diligence until the chair of the Subsidiary Board, or the GMD has first referred the matter to the Parent Board.

3.8 At any time, the Parent Board may ask the Subsidiary Board or a Governance Committee to provide an update or make any other inquiry relating to the Subsidiary Board’s or Governance Committee’s engagement in the relevant due diligence.

3.9 If any director or the GMD has concerns relating to a Subsidiary Board’s engagement in due diligence, it is expected that these concerns will be brought to the attention of the chair of the Parent Board, who will bring the matter to the Parent Board, which may make any inquiry or refer to a Governance Committee as it considers appropriate.

### 4. Parent Board

#### Primary role of the Parent Board

4.1 The primary role of the Parent Board is to govern Home in Place, but more widely the Home in Place Group. The Parent Board is responsible for the overall operations, governance and performance of the Home in Place Group.

4.2 In carrying out its role, the main responsibilities of the Parent Board are to:

   a. drive the Home in Place Group’s performance and oversee compliance with relevant contractual, statutory and any other legal obligations, including the requirements of any regulatory body;
b. provide leadership and strategic direction for the Home in Place Group and oversee management’s implementation of strategic initiatives for Home in Place, but more widely the Home in Place Group;

c. appoint, supervise, conduct an annual performance review and remove the GMD².

**Key functions and responsibilities of the Parent Board**

4.3 The Parent Board has the overall responsibility for the operation of Home in Place, but more widely the Home in Place Group. As such, it is not possible to detail the full breadth of the Parent Board’s functions, however, the key areas of Parent Board’s responsibility are set out below, noting that the Parent Board may delegate the exercise of some of these functions to the Subsidiary Boards or Governance Committees under the Constitution, this Group Charter or Subsidiary Constitution and Terms of Reference of the Governance Committees³:

a. **Strategic direction** – Work with the GMD and CEO of the relevant jurisdiction to develop, review and approve the strategic plan and review the operational plan for the Home in Place Group. The Parent Board will oversee the development of, and approve the implementation of, an appropriate corporate structure for the Home in Place Group.

b. **Policy** – Set governance (as opposed to operational) policies, rules and procedures of the Home in Place Group.

c. **Financial integrity and accountability** – Approve the annual financial budgets and financial statements for Home in Place, actively monitor the financial performance of Home in Place. Appoint, evaluate and remove internal auditors and evaluate and make recommendations to the members regarding the appointment or removal of a properly qualified auditor in accordance with the Corporations Act or the ACNC Act (as applicable), whose duties and obligations are regulated by the appropriate law. For the avoidance of doubt, the auditor may only be removed by a members’ resolution at a General Meeting. Appoint and remove the internal auditors⁴.

d. **Positive outcomes for tenants and other relevant stakeholders** – Work with the GMD to develop and maintain the Home in Place Group’s focus on the Home in Place objects (as set out in the Constitution), and positive tenant and stakeholder outcomes. The Parent Board ensures evidence-based systems are in place to inform and drive the best outcomes for tenants and other stakeholders.

e. **Performance monitoring** – Oversee the control and accountability systems that ensure the Home in Place Group is achieving its strategic objectives, complying with legislative

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¹ The Board of Home in Place (New Zealand) as per the Home in Place (New Zealand) Constitution and the Australian Operations Committee (AOC) as per its Terms of Reference (respectively) are delegated authority to approve the strategy and policies for the Home in Place (New Zealand) and endorse the strategy and policies for the Australian operations respectively and oversee implementation of respective strategies and policies in consultation with the GMD, to ensure alignment with the strategy/policies of Home in Place Group.

² In consultation with the GMD, the AOC is authorised to appoint the CEO AU and the Board of Home in Place (New Zealand) to appoint CEO NZ. The day-to-day supervision for CEO AU rests with AOC and for the CEO NZ with the Board of Home in Place (New Zealand). The GMD jointly shares responsibility for oversight of CEO NZ and CEO AU positions (along with the Board of Home in Place (New Zealand) and AOC respectively) for setting key performance indicators (KPIs), providing advice and counsel (including feedback on performance), and appointment, interim appointment, removal and succession planning for these positions. The GMD’s supervision/oversight is to ensure alignment of operational activities across Home in Place Group or Home in Place. In consultation with the GMD, the annual performance review of the CEO NZ and CEO AU will be undertaken by the Board of Home in Place (New Zealand) and AOC respectively.

³ The Board of Home in Place (New Zealand) as per the Home in Place (New Zealand) Constitution and the AOC as per its Terms of Reference are delegated authority to govern the Home in Place (New Zealand) and Australian operations, respectively.

⁴ The Parent Board has delegated the appointment and removal of internal auditors to the Finance, Risk and Audit Committee.
requirements and community expectations.

f. **Risk and compliance** – Ensure robust and effective risk management, compliance and control systems (including legal compliance) are implemented, including regular review of the risk appetite and risk profile of the Home in Place Group.

g. **Oversight and management support** – Recruit, support and review the performance of the GMD, including approving the succession plan for the GMD. Work with the GMD regarding the appointment, KPI setting, succession planning for and, where appropriate, the removal of senior managers or GEM (as appropriate). Delegate appropriate powers to the GMD, management and governance committees to ensure the effective oversight of the implementation of strategic objectives and day-to-day management of the business (including monitoring the exercise of these delegations). Setting values and providing leadership of positive organisational culture.

h. **Stakeholder relations** – Ensure that appropriate systems are in place for effectively managing relationships with the stakeholders of Home in Place and that it is transparent, open and accountable in its reporting.5

i. **Director performance and board succession** – Ensure an effective system is in place to regularly monitor and assess the performance of the Parent Board and the governance committees, and review and approve the succession planning process for the recruitment and appointment or election of directors.

**Matters reserved for the Parent Board**

4.4 The Parent Board reserves for itself, authority to:

a. enter into strategic commitments outside the ordinary course of business (for example, joint ventures, mergers, consortiums or major tenders);

b. commence or conclude litigation, other than that associated with the recovery of debts, defending claims made against Home in Place related to day-to-day operations and/or claims against Home in Place insurable events where the insurer has accepted the claim;

c. approve the engagement (including the contract terms and fee or rates for the engagement) of any NED of the Home in Place Group to undertake additional work, or provide services that are in excess of what is expected of that NED under this Group Charter;

d. creating and amending a matrix of competencies and experiences in respect of directors of the Home in Place Group;

e. any matter referred to in the Constitution that has not been expressly delegated to either the GMD or a governance committee;

f. appoint and, where appropriate, remove an employee from the role of a public officer;

g. appoint and, where appropriate, remove the Company Secretary;

h. determine the terms and conditions of employment of the Company Secretary, including their remuneration and adjustment to their remuneration;

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5 The Board of Home in Place (New Zealand) as per the Home in Place (New Zealand) Constitution and the AOC as per its Terms of Reference are delegated authority to manage stakeholder relations respectively for Home in Place (New Zealand) and Australian operations, in consultation with the GMD, to ensure alignment with the Home in Place Group stakeholder management.
i. create and amend the position description of the GMD;

j. appoint and, where appropriate, remove the GMD; including determining the appointment of the CEO to the Parent Board as the GMD;

k. determine the terms and conditions of employment of the GMD, including their remuneration and adjustment to their remuneration;

l. approve:
   i. budgets and financial reports for Home in Place;
   ii. the strategic plan and operational plan for Home in Place;
   iii. any matter in excess of the limits delegated to the GMD, the chair and deputy chair of the Parent Board or a chair of a Governance Committee; and
   iv. policies labelled with the category of ‘Governance’ in Annexure 3 – *Quality Assurance Document Board Delegated Approval Matrix of the Delegation of Authority Policy*, or similar governance policies created or approved by the Parent Board from time to time.

**Composition of the Parent Board**

4.5 The Home in Place Group aims to have a strong, inclusive and diverse composition of knowledgeable and experienced directors with the values and skills appropriate to performing the roles, responsibilities and expectations as outlined in this Group Charter.

4.6 As set out in the Constitution, the Parent Board must comprise at least five but not more than nine directors comprising the following:

   a. the GMD, if the CEO has been appointed as such by the Parent Board, as an executive director; and

   b. up to eight NEDs.

**Director’s independence**

4.7 The Parent Board’s policy is that the majority of directors must be ‘independent’ NEDs. This ensures that all Parent Board discussions or decisions have the benefit of outside views and

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6. In consultation with the GMD, the authority to create and amend the position description of the CEO NZ and CEO AU rests with the Board of Home in Place (New Zealand) and AOC respectively.

7. In consultation with the GMD, the appointment and removal of the CEO NZ and CEO AU will be undertaken by the Board of Home in Place (New Zealand) and AOC respectively. However, under the Delegation of Authority Policy, the GMD has authority, in circumstances deemed by the GMD to be warranted, to undertake recruitment, appointment, removal, and interim appointment of CEO AU and CEO NZ.

8. In consultation with the GMD, the determination of the terms and conditions of employment of the CEO NZ and CEO AU, including their remuneration and adjustment to their remuneration will be undertaken by the Board of Home in Place (New Zealand) and AOC respectively.

9. In consultation with the GMD, the budget for Home in Place (New Zealand) will be approved by the Board of Home in Place (New Zealand). The Parent Board will approve the budget for Home in Place Australian Operations, as endorsed and recommended by the AOC and in consultation with the GMD.

The annual audited financial reports for Home in Place (New Zealand) will be approved by the Board of Home in Place (New Zealand) after endorsement by the Finance, Risk and Audit Committee.

10. In consultation with the GMD, the strategic plan and operational plan for Home in Place (New Zealand) will be approved by Home in Place (New Zealand) and for Home in Place Australian Operations will be approved by Home in Place, as endorsed and recommended by the AOC.

11. Diversity from a gender, knowledge, experience, domain expertise, race, nationality, age, cultural and geographical perspective to the extent permitted by relevant regulation.
experience with a majority of independence.

4.8 The Parent Board has adopted the guidelines used to assess independence set out in the ASX Corporate Governance Council’s Corporate Governance Principles and Recommendations (ASX Principles) (2019). As guidance, to be judged independent, the director must:

a. be independent of management;

b. not have a material business or other relationship (such as a family relationship) or any material interests or influences that could interfere with the director’s ability to:
   i. exercise of independent judgment or the proper execution of a director’s duties; and
   ii. to act in the best interests of the Parent Company.

4.9 The independence of the NEDs is assessed on an ongoing basis.

Term, election, appointment and removal of directors

Election of non-executive directors by members

4.10 The members of Home in Place elect a member to be NED of the Parent Board for a term of three years.

4.11 At the third AGM after their election to the Parent Board, each NED must retire. They are eligible for re-election, however, NEDs may not be appointed or elected to the Parent Board for a period of more than four consecutive terms or 12 consecutive years (after the 2014 extraordinary general meeting) – whichever is longer.

4.12 Under the Constitution, term limits apply for NEDs of Home in Place appointed by the Parent Board (as opposed to elected by the members).

Appointment of directors by Parent Board

4.13 Under the Constitution, there are two instances in which the Parent Board may appoint a director to the Parent Board:
   a. Group Managing Director – the Parent Board determines whether or not to appoint the CEO to the Parent Board as the Group Managing Director; and
   b. NEDs – the Parent Board may appoint any suitable persons to fill a casual and other vacancy on the Parent Board as per the Constitution – generally until Home in Place’s next AGM.

4.14 A Subsidiary constitution may set out the process and the circumstances in which the Parent Board may appoint directors to a Subsidiary Board.

Removal of directors

4.15 The conditions and process for the resignation and removal of directors and members is set out in the Constitution.

Skills, competencies and independence needed for the Parent Board directors

4.16 To be appointed or elected to the Parent Board, a person must:
   a. be a member of Home in Place;
   b. be at least 18 years of age;
   c. be independent (except for the GMD); and
   d. not be an employee of Home in Place (except for the GMD).
4.17 The Parent Board has developed a Board Skills Matrix\(^2\) setting out the skills, competencies and behaviours it considers valuable and necessary for good governance of Home in Place. It is expected that directors will bring the appropriate skills, knowledge, experience, competencies, diversity and inclusivity necessary to allow them to perform the roles and responsibilities in line with the Board Skills Matrix.

4.18 In addition to clauses 4.16 and 4.17, when considering the potential re-nomination and re-election of a retiring NED of Home in Place, the Governance, Remuneration and Nominations (GRN) Committee and the Parent Board will consider the results of individual’s performance (via the board evaluation process undertaken as set out in clause 11) during their existing or previous terms and Parent Board chair’s feedback as part of or separate to the board evaluation process.

**Director’s remuneration**

4.19 The Constitution allows for NEDs to be remunerated for their roles within the Home in Place Group at a level approved by the members of Home in Place. This remuneration level is based on the advice from the GRN (based on advice received from independent advisers) and considering the NEDs’ responsibilities and time spent on activities concerning NED’s duties.

4.20 In addition, directors are entitled to be reimbursed for their reasonable travelling, accommodation and other expenses incurred in performing their duties concerning the business of the Home in Place Group under the Parent Board adopted or approved policies.

**Outside directorships**

4.21 In order that NEDs of the Home in Place Group can fulfil their duties as directors, it is expected that each NED will continually assess the number of boards, and any Governance Committees of those boards, on which they serve, to ensure that each organisation can be given the time and attention required.

4.22 It is expected that a NED of the Home in Place Group will inform the chair of the Parent Board (or chair of a Subsidiary, if applicable) prior to accepting an invitation to become a director of any organisation other than Home in Place. The chair of the Parent Board (or Subsidiary, if applicable) will consider whether the proposed directorship will interfere with the ability of the director to fulfil their duties as a director for Home in Place or a Subsidiary. The Parent Board or relevant Subsidiary will determine whether there is any conflict of interest as per its policies.

4.23 The Parent Board has resolved that no NED of the Parent Board may sit on a board or act as company secretary of a specialist disability accommodation provider (SDA) or a community housing provider (CHP) within the same state or similar geographical area in which the Home in Place Group operates unless that SDA or CHP is a related body corporate (as defined in the Corporations Act) to Home in Place.

**Letter of appointment**

4.24 NEDs are not employees of the Home in Place Group and will be engaged through a letter of appointment setting out the terms and conditions of their appointment, expectations of directors, fees, indemnity and directors’ and officers’ (D&O) insurance information, code of conduct, requirements for the disclosure of conflicts of interest and the confidentiality deed.

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\(^2\) The Governance, Remuneration and Nominations Committee undertakes an annual review of the matrix as delegated by the Parent Board and recommends any changes to the matrix to the Parent Board for approval.
4.25 Upon their appointment to the Parent Board, each NED will receive an induction kit and induction to the Parent Board from the chair of the Parent Board, with the assistance of the Company Secretary, the GRN and senior management, if considered appropriate. New NEDs will be provided with the relevant documents to help carry out their roles, including, for example, the Constitution, this Group Charter and access details to Diligent and data book.

4.26 New NEDs of a Subsidiary Board will receive a similar induction process, as described above, as it relates to the Subsidiary.

5. Chair and Deputy Chair of the Parent Board and Company Secretary

5.1 The Parent Board elects a NED to be its chair to lead the board and facilitate its work, as well as a deputy chair to assist the chair as and when required.

Role of the chair of the Parent Board

5.2 As per the general business practices and the Constitution, the Parent Board elects a NED to be the chair of the Parent Board at the first meeting of the Parent Board following Home in Place’s AGM, or as the Parent Board otherwise determines.

5.3 The details of the role of the chair are set out in the Chair Position Description\textsuperscript{13}, which is approved by the Parent Board and reviewed biennially. In summary, there are two main aspects to the role of the chair of the Parent Board, namely, within the boardroom, and outside the boardroom.

5.4 Inside the boardroom, the role of the chair of the Parent Board is to be responsible for the conduct of all meetings of the Parent Board and the order of their business including:

a. establish the agenda for Parent Board meetings in consultation with the GMD;

b. chair Parent Board meetings and ensure that Parent Board meetings are effective in that:
   i. the right matters are considered during the meeting (for example, strategic and critical issues);
   ii. matters are considered carefully and thoroughly;
   iii. all directors are given the opportunity to effectively contribute;
   iv. meetings are conducted in a professional manner and in line with Home in Place’s Code of Conduct; and
   v. the Parent Board comes to clear decisions and resolutions are noted; and

c. ensure that the decisions of the Parent Board are implemented properly.

5.5 Outside the boardroom, the role of the chair of the Parent Board can be summarised as:

a. in conjunction with the GMD, undertaking appropriate public relations activities;

b. chairing the AGM;
   i. being the major point of contact between the Parent Board and the GMD and to establish and maintain an effective working relationship with the GMD;
   ii. supervising the Company Secretary;

c. where necessary, providing feedback to the GMD and NEDs from time to time;

\textsuperscript{13} Accessed through the Home in Place Group’s online board portal Diligent.
d. discharging approval authority as delegated by the Parent Board; and

e. administrating the process for handling complaints against any director other than the chair, in which case such process will be handled by the deputy chair.

Role of the deputy chair of the Parent Board

5.6 The deputy chair of the Parent Board is a NED elected by the Parent Board at its first meeting following Home in Place’s AGM or as the Parent Board otherwise determines.

5.7 The deputy chair of the Parent Board supports the chair of the Parent Board and acts as chair when the chair of the Parent Board is unavailable or unable.

5.8 The details of the role of the deputy chair are set out in the Deputy Chair Position Description, which is approved by the Parent Board and reviewed biennially. In summary, the role of the deputy chair is to:

   a. be equipped, in the absence of the chair of the Parent Board, to assume the roles and responsibilities of the chair of the Parent Board;

   b. support the chair of the Parent Board in the leadership of the Parent Board;

   c. standing in as chair of the Parent Board if a conflict of interest arises with the chair of the Parent Board;

   d. undertaking representational activities on behalf of Home in Place when authorised by the chair or the Parent Board; and

   e. being a point of contact for directors, particularly for performance or other issues involving the chair of the Parent Board.

Role of the Company Secretary

5.9 The Company Secretary is appointed and dismissed for the Home in Place Group by the Parent Board under the Constitution.

5.10 The Company Secretary is charged with facilitating the governance processes for the Home in Place Group and holds primary responsibility for ensuring that the processes and procedures of the boards of the Home in Place Group run efficiently and effectively.

5.11 The Company Secretary is accountable to the Parent Board, through the chair of the Parent Board, on all governance matters and reports to the chair of the Parent Board as the representative of the Parent Board, as delegated by the Parent Board from time to time, noting that:

   a. the general day-to-day oversight of the Company Secretary rests with the chair of Parent Board, as delegated by the Parent Board;

   b. the Parent Board will receive regular reports from the Company Secretary and/or the Chair of the Parent Board on the operations of the Company Secretary function, as determined by the Parent Board from time to time; and

   c. the performance evaluation/appraisal of the Company Secretary will be undertaken by the Parent Board in line with relevant Home in Place policies and procedures; and the Parent Board may delegate this to the chair of the Parent Board as the representative of the Parent Board, as required.

14 Accessed through the Home in Place Group’s online board portal Diligent.
5.12 All director or member appointments, resignations and removals for Home in Place, its Subsidiaries or Governance Committees shall be managed through the Company Secretary.

5.13 The full responsibilities of the Company Secretary are set out in the Company Secretary’s Position Description\(^{15}\) approved by the Parent Board and reviewed biennially in conjunction with the performance assessment of the Company Secretary.

5.14 Each director and member of the Parent Board, Subsidiary and Governance Committees has the right to seek information from the Company Secretary to assist them to fulfill their responsibilities in connection with the business of the Home in Place Group.

6. **Subsidiaries**

   **Overview and governance**

6.1 Under the Constitution, the Parent Board may create entities, Subsidiaries, or cause Home in Place to acquire any interest in any existing entity or Subsidiary, as it sees fit.

6.2 Home in Place may create a wholly owned Subsidiary or may acquire another existing organisation in such a way that Home in Place becomes the sole member or shareholder of that organisation. This section applies to the Home in Place Subsidiaries and outlines consistent and appropriate levels of governance and management of the companies that are wholly owned Subsidiaries of Home in Place.

6.3 The Home in Place Subsidiaries must be, managed and operated for the benefit of the Home in Place Group as a whole, as per the strategy, policies and procedures of the Home in Place Group.

6.4 Subsidiaries are governed by a Subsidiary constitution and various Home in Place governance documents, including, but not limited to, the Constitution, this Group Charter and the Home in Place policy, procedure or the policies of a Subsidiary).

6.5 Each Subsidiary is required to ensure that its constitution is consistent with this Group Charter. However, if this Group Charter conflicts with a Subsidiary’s constitution, the Subsidiary’s constitution prevails.

6.6 A Subsidiary Board may be required to create an operating charter that sets out information to comply with local statutory requirements and any additional provision. Any Subsidiary Board operating charter must be consistent with this Group Charter and have the prior written approval of the Parent Board.

   **Role of the subsidiaries**

6.7 The Subsidiaries may operate across several jurisdictions (whether domestically or overseas), with Home in Place to oversee and coordinate compliance with all regulations in the jurisdictions of each Subsidiary, unless delegated to the Subsidiary or its board by Home in Place.

6.8 The role of each of the Subsidiary Boards is to support the Parent Board in providing oversight of the Home in Place Group and assist the Parent Board to discharge its legislative responsibilities. The Subsidiary Boards provide regular reports to the Parent Board. The Parent Board would be provided with access to Subsidiary Board’s meeting papers and minutes.

6.9 The Home in Place Group Governance Principles set out in clause 3 of this Group Charter apply

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\(^{15}\) Accessed through the Home in Place Group’s online board portal Diligent.
Role of the Subsidiary Boards

6.10 The directors of a Subsidiary Board have a duty to ensure that the Subsidiary does not trade whilst insolvent and, as a general rule, must act in the best interests of the Subsidiary, the Home in Place as the parent or holding company and Home in Place Group.

6.11 Where directors of a Subsidiary Board are unclear as to what is in the interests of the Home in Place group, the Subsidiary board may, through a Subsidiary Board minute, request guidance from the parent board. Similarly, should the directors of the Parent Board wish to direct a Subsidiary Board regarding the interests of the Home in Place Group, the Parent Board will do so in writing as a result of a resolution of the Parent Board.

6.12 When a Subsidiary is created, the Subsidiary Board of that company’s board must endorse and adopt an operational model that supports the reporting and sharing of information throughout the Home in Place Group and enables the GMD to oversee the Subsidiary’s management jointly with the Subsidiary Board, as delegated by the Parent Board and in line accordance with relevant Home in Place governance documents, including but not limited to, the Constitution, relevant Subsidiary’s constitution, Home in Place policies and this Group Charter.

6.13 The GMD will direct the Subsidiary from time to time on Subsidiary related matters that significantly impact the strategy, reputation, finances or any other areas of Home in Place Group or Parent Company. Therefore, each Subsidiary Board must:

a. accept the authority of the GMD, as delegated, for Subsidiary related matters that significantly impact the strategy, reputation, finances or any other areas of Home in Place Group or Parent Company;

b. work collaboratively with the GMD, Home in Place management and observe and give guidance and leadership consistent with the Home in Place Group strategy, policies and practices; and

c. receive and provide appropriate levels of reporting and dissemination of information to the GMD and Home in Place management on the affairs and operations of the Subsidiary as determined by the Parent Board or the GMD from time to time;

6.14 In addition, each Subsidiary Board (in consultation with the GMD in line with the delegation\textsuperscript{16}) will be principally responsible for compliance with laws, regulations and registration requirements applicable to the Subsidiary. The Subsidiary Board will oversee:

a. planning activities, including the development and approval of the Subsidiary’s strategic plan, annual plan, annual budgets and long-term budgets (including operating budgets, capital expenditure budgets and cash flow budgets) and its implementation;

b. health and safety and environmental liabilities, obligations and protections;

c. financial operations and solvency of the Subsidiary;

d. permits and licencing requirements as relevant;

e. lodgement of registration, licensing, accounts and tax returns;

\textsuperscript{16} The GMD will direct the Subsidiary from time to time on Subsidiary related matters that significantly impact the strategy, reputation, finances or any other areas of Home in Place Group or Home in Place parent, as the GMD is responsible for the operational management of Home in Place Group and Home in Place parent.
f. the Subsidiary’s risk management; and

g. local statutory matters specific to the jurisdiction in which the Subsidiary operates.

Reporting to the Parent Board

6.15 The chair of each Subsidiary Board must provide a verbal or written report on the Subsidiary Board’s activities and recommendations to the Parent Board at the meeting of the Parent Board immediately following a meeting of the Subsidiary Board.

6.16 The minutes of the meeting of the Subsidiary Board must be tabled at the Parent Board meeting after the minutes are approved by the Subsidiary Board.

6.17 If a material event or risk arises within or relating to a Subsidiary, the chair of the Subsidiary Board must immediately report this event or risk to the chair of the Parent Board and the GMD. A material event or risk is one which will, or has the potential to, have a significant impact on the reputation or cause a significant financial loss to the Home in Place.

6.18 Any decision to add or remove Subsidiaries from the Home in Place Group will need to be accompanied with a business case from the GMD or the Subsidiary Board (in consultation with the GMD) with a recommendation to the Parent Board for its consideration and approval.

Appointment of Subsidiary Board directors

6.19 Subsidiary board directors are appointed by either one or both of the following:
   a. by the Parent Board on the advice of the GRN; or
   b. under the terms of the Subsidiary company’s constitution.

6.20 Subsidiary board directors are appointed under applicable Home in Place Group policies and local legal requirements.

6.21 The term of appointment and the maximum number of terms of the Subsidiary Board directors will be set out in the Subsidiary’s constitution.

6.22 All director appointments, resignations and removals shall be managed through the Company Secretary.

Skills, competencies and independence required for the Subsidiary Board directors

6.23 The Parent Board’s policy is that:
   a. the majority of the directors of a Subsidiary Board will be independent NEDs; and
   b. all directors of a Subsidiary Board should bring specific competencies and experience that add value to the Subsidiary.

6.24 The GRN of the Parent Board will regularly review the independence of the directors and the balance of the competencies, experience, and diversity on each Subsidiary Board as per the responsibilities of the Subsidiary Board as set out in the Subsidiary’s constitution.

Delegations and limits of authority

6.25 The Parent Board approves the Home in Place Group Delegation of Authority Policy that outlines detailed information on delegations and authorities from the Parent Board.

6.26 The Delegation of Authority Policy applies to the Subsidiaries and their boards, and each Subsidiary Board will be advised of all delegations as they impact the Subsidiary. A summary list of delegations and authorities will be provided to all Subsidiary directors and staff.
The Parent Board retains the powers to direct and manage a Subsidiary and delegates this power to the Subsidiary or their boards via the Constitution, Subsidiary constitution and other governance documents including the Delegation of Authority Policy and this Group Charter.

Consequently, and as per the role of NEDs set out in this Group Charter concerning the Parent Board – but equally applicable here, directors of a Subsidiary Board (save for the Group Managing Director) have no individual authority to participate in the day-to-day management of the Subsidiary. The Subsidiary Board has the overall responsibility for the operation of the Subsidiary, however, the day-to-day operational management of the Subsidiary rests with the chief executive officer of the Subsidiary, who will report jointly to the Subsidiary Board and the GMD. The exception to this principle occurs when a Subsidiary Board, through resolution, explicitly delegates authority to an individual director of the Subsidiary Board.

Any such delegations must be recorded in the Subsidiary’s minute book and delegations register and must not seek to minimise, detract or circumvent any other delegation of the Parent Board or GMD as appropriate or cause a practical hindrance to those delegations.

The Subsidiary Board may be required to create delegations of authority for the Subsidiary that sets out detailed information on delegations and authorities from the Parent Board to Subsidiaries, from the Subsidiary to its employees. Any Subsidiary Board delegations of authority must have the prior written endorsement of the Parent Board and must be consistent with the Constitution, Subsidiary constitution, Home in Place Delegations of Authority Policy and other Home in Place policies, and this Group Charter.

Under the Constitution, the Parent Board may create joint ventures, committees, advisory boards, or Advisory Groups or cause Home in Place to acquire any interest in any existing entity or Subsidiary, or enter into any joint venture, in any jurisdiction, as it sees fit.

The roles of each of the Governance Committees, advisory boards, and Advisory Groups are to support the Parent Board in providing oversight of the Home in Place Group and assist the Parent Board to discharge its legislative responsibilities.

While the Parent Board bears ultimate legal responsibility for the organisation, the Parent Board has delegated some of its powers and functions (under various governance documents such as the Terms of Reference and the Delegation of Authority Policy) to its Governance Committees.

Under the Constitution, the Board may, from time to time, create committees by establishing (and amending) terms of reference for those committees’ containing objectives, rules and procedures to which those committees must strictly comply.

Each Governance Committee has formal Terms of Reference that set out their purpose, functions, authority, membership, meeting schedule, reporting processes and any delegated powers of the committee.

In considering delegating its authority and powers concerning its Governance Committees, the Parent Board acknowledges that the Terms of Reference must be consistent with the ACNC’s Governance Standards, in particular, Standard 5 which requires board members to, amongst other matters:
a. act in the best interest of the charity;

b. manage the financial affairs of the charity responsibly; and

c. to manage conflicts of interest.

7.7 The Terms of Reference, membership and chair of each Governance Committee is determined by the GRN (except for itself, in which case it is determined by the Parent Board), considering the competencies, skills and experience of directors, the spread of work and the potential for individual development opportunities.

7.8 The performance of each Governance Committee, its members and chairs are reviewed annually and will follow the three-year evaluation cycle similar to the Parent Board, as outlined in clause 11.1.

7.9 The chair of each Governance Committee reports matters of substance to the next Parent Board meeting, except for the IRC, which reports to the AOC.

Advisory boards or Advisory Groups

7.10 For clarity, an advisory board or Advisory Group is not a committee for the purposes of the Constitution, the Corporations Act, or the ACNC Act. An advisory board or Advisory Group can only act in an advisory capacity and its resolutions and motions are not binding on the Board or Home in Place.

8. Management

Role of management

8.1 While the Parent Board bears ultimate legal responsibility for the organisation, the Parent Board has delegated some of its powers and functions (under various governance documents such as under the Delegation of Authority Policy) for the day-to-day management and operation of Home in Place to management to ensure the efficient and effective functioning of Home in Place.

8.2 It is the role of management, through and under the supervision of the GMD, to – amongst other things – manage the day-to-day operations, attend to tactical, short-term or medium-term matters of the Home in Place Group as per the strategic directions, framework, policies and delegations approved by the Parent Board.

GMD

8.3 The GMD is the most senior executive of Home in Place. Under the Constitution, the Parent Board may appoint the GMD to the Parent Board – at which time they then become the Group Managing Director – and they will hold that office until they are removed, resign or retire according to the terms of their employment contract and the Constitution.

8.4 The GMD works with the Parent Board to develop and subsequently implement the Parent Board-approved strategies and is responsible for the overall management and performance of the Home in Place Group. The GMD reports directly to the Parent Board.

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17 The CEO NZ undertakes the management, through and under the joint-supervision of the GMD and the Board of Home in Place (New Zealand), to – amongst other things – manage the day-to-day operations, attend to tactical, short-term or medium-term matters of the Home in Place (New Zealand) as per the strategic directions, framework, policies and delegations approved by the Board of Home in Place (New Zealand). Similarly, the CEO AU undertakes the management, through and under the joint-supervision of the GMD and the AOC, to – amongst other things – manage the day-to-day operations, attend to tactical, short-term or medium-term matters of the Home in Place Australian operations as per the strategic directions, framework, policies and delegations approved by the Parent Board, as endorsed and recommended to the Parent Board by AOC.
8.5 The GMD’s performance is assessed annually by the Parent Board through and with the advice of the GRN as set out in its Terms of Reference.

8.6 The responsibilities of the GMD are set out in the Position Description of the Group Managing Director\(^{18}\) and reviewed biennially in conjunction with the GMD’s performance assessment.

**Seeking information and accessing management**

8.7 With prior consultation of the chair of the Parent Board, each director or Governance Committee member is entitled to have access and raise queries with the GMD and with management (with prior consultation with the GMD). The chair of the Governance Committee is to be consulted appropriately if matter concerns or impacts the Governance Committee.

**9. Individual Directors**

**Directors’ general roles**

9.1 The directors of the Home in Place Group (as a whole) have ultimate responsibility for the overall successful operations of the Home in Place Group. The responsibilities of individual directors are set out in the Non-Executive Director Position Description\(^{19}\).

9.2 The fundamental assumption of individual directors of the Home in Place Group is that each director will always act in the best interests of the Parent Company and subsequently in the best interest of the Home in Place Group. The ‘best interests’ of Home in Place are paramount to the interests of other members of the Home in Place Group.

**Director’s duties**

9.3 The companies of the Home in Place Group are involved in numerous activities which are regulated by various laws. Each director needs to be abreast of their obligations under applicable laws, as personal liability for each director may rise from a breach of these laws.

9.4 Each director must act honestly, in good faith and to the best of his or her ability in the interests of the Home in Place and must comply with the requirements of relevant regulations (covering director’s duties) in the jurisdiction applicable to the director.

*Note:* Section 181(1) of the Corporations Act requires that directors act ‘in good faith in the best interests of the corporation’. In practice, this means in the interests of the shareholders or members of the company as a whole. This is not the case in some other countries (for example, Germany and France) where directors’ duties are owed to a wider range of stakeholders (for example, shareholders, customers, creditors, and the local community).

9.5 Under the Corporations Act, some of the duties of directors in respect of each company of which they are a director include, but are not limited to the following:

a. **Care and diligence** – This duty requires a director to act with the degree of care and diligence that a reasonable person might be expected to show in the role (section 180). A very similar duty is imposed on directors at common law.\(^{20}\)

b. **Good faith** – This duty requires a director to act in good faith in the best interests of the company and for a proper purpose (section 181), including avoiding conflicts of interest,

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\(^{18}\) Available from the Company Secretary and accessed through the Home in Place Group’s online board portal Diligent.

\(^{19}\) Available from the Company Secretary and accessed through the Home in Place Group’s online board portal Diligent.

\(^{20}\) Recent court cases have emphasised this duty in relation to the approval of financial statements (Centro case) and board approval of statements issued by a company (James Hardie case).
and revealing and managing conflicts if they arise.

c. **Not to improperly use position** – This duty requires directors to not improperly use their position to gain an advantage for themselves or someone else, or to the detriment to the company (section 182).

d. **Not to improperly use information** – This duty requires directors to not improperly use the information they gain in the course of their director duties to gain an advantage for themselves or someone else, or to the detriment to the company (section 183).

e. **Insolvent trading** – Directors have a duty to ensure that a company does not trade whilst insolvent or where they suspect it might be insolvent (section 588G).

f. **Financial information** – Directors should take reasonable steps to ensure that a company complies with its obligations in the Corporations Act related to the keeping of financial records and financial reporting (section 344).

g. **Disclosing directors’ interests** – Directors should disclose matters relating to the affairs of the company in which they have a material personal interest (section 191), particularly in the context of the requirement that public companies obtain shareholder approval for related party transactions (section 208).

**Confidentiality**

9.6 Directors’ obligations on confidentiality are set out in the Code of Conduct, to which each director must agree to be bound as a condition of their appointment to a board of the Home in Place Group.

9.7 Directors must keep confidential all discussions and deliberations concerning the Home in Place Group which are not otherwise public knowledge, and not discuss or disclose the details of those discussions and deliberations to persons who have a conflict of interest concerning the matter discussed or who otherwise are not entitled to the information.

**Code of Conduct**

9.8 Home in Place has a Code of Conduct for its officers and employees (as set out in the Code of Conduct Policy). Directors must review, sign and conform to the Code of Conduct upon their appointment and must comply with the Code of Conduct Policy, as amended from time to time.

**Time commitment**

9.9 To effectively perform the duties and responsibilities of a director, sufficient time must be devoted to the role. Generally, factors influencing the necessary time commitment include an organisation’s size, structural and operational complexities, listing (or not) with a stock exchange, stage of growth or expansion or significant change.

9.10 The director’s annual minimum time allocation estimate for Home in Place is as set out below, noting this may vary from time to time:

<table>
<thead>
<tr>
<th>Activity</th>
<th>Days</th>
</tr>
</thead>
<tbody>
<tr>
<td>Parent Board and Governance Committee meetings</td>
<td>Two days per month</td>
</tr>
<tr>
<td>Business and strategic planning workshops and activities</td>
<td>Two days annually</td>
</tr>
<tr>
<td>Education and training</td>
<td>One day annually</td>
</tr>
<tr>
<td>Annual General Meeting</td>
<td>One day annually</td>
</tr>
<tr>
<td>Induction program (for new directors and the chair of the Parent Board only).</td>
<td>One day annually</td>
</tr>
</tbody>
</table>
9.11 Directors are expected to allocate sufficient time as needed for other occasional Home in Place Group business/events or relevant industry events.

**Conflict of interest and related party transactions**

9.12 Each director of the Home in Place Group must act as per the Conflict of Interest Policy and is expected to review the policy regularly to ensure awareness of their ongoing obligations regarding management and disclosure of conflicts of interest and related party transactions.

**Access to independent professional advice**

9.13 Each director of the Home in Place Group is expected to exercise considered and independent judgment on the matters before them. To discharge this expectation, a director may from time to time need to seek independent, professional advice on matters before them.

9.14 All NEDs of Home in Place have the individual authority to commit Home in Place to up to $500 per annum in professional advice without seeking any prior approval.

9.15 It is expected that before seeking professional advice, a NED of Home in Place will inform the chair of the Parent Board about the nature of the opinion or information sought, the reason for the advice, the terms of reference and the estimated cost for the advice.

9.16 If the cost of professional advice is likely to exceed $500, the NED must seek authority from the chair of the Parent Board before engaging the professional. The chair of the Parent Board has delegated authority to authorise such expenditures up to $10,000 per occurrence, and the deputy chair of the Parent Board has delegated authority to authorise such expenditure up to $10,000 per occurrence where the chair of the Parent Board is seeking such advice.

9.17 The Parent Board may approve the expenditure for which the chair (or deputy chair as the case may be) of the Parent Board has otherwise not approved or which is in excess of the chair’s (or deputy chair’s, as the case may be) delegation.

9.18 Any professional advice received should be received on behalf of the Parent Board as a whole unless the legal advice suggests otherwise.

**Board protection**

9.19 Home in Place arranges for the benefit of each director of Home in Place and each Subsidiary, subject to cover availability at commercially acceptable premiums to the satisfaction of the Parent Board, a policy of D&O insurance (and similar protective documents) in such reasonably accepted form approved by the Parent Board, after advice taken from Home in Place’s insurance brokers.

9.20 Home in Place maintains the D&O insurance for each director of Home in Place and of each subsidiary, to commence on the date they are appointed as a director and to continue for a further seven (7) years from the date at which they cease to be a director.

10. **Board procedures**

**Meeting procedures**

10.1 The Parent Board establishes meeting procedures for the effective conduct of Parent Board’s business (through its meetings or otherwise via out-of-session decisions) to support effective decision-making open, robust and candid deliberations, including for matters set out below:

   a. effective planning of the Home in Place Group’s agendas and calendar, including an appropriate number of meetings (at least quarterly, unless the board resolves otherwise), with additional sessions as required for strategic planning and other agreed functions;
b. conducting effective meetings (either face-to-face or via appropriate technology) including outline requirements around meeting quorum, voting procedures, delivery of briefing papers and other relevant information to the Parent Board, minute-taking, record keeping; communication of decisions, action items and follow up.

Attendees

10.2 Attendees of Parent Board meetings comprise all Parent Board NEDs, the GMD, the GCFO, the Company Secretary and the Assistant Company Secretary.

10.3 In addition, senior managers speaking to board papers or scheduled to give presentations and other parties needing decisions to be taken by the Parent Board may be invited by the GMD, with the prior written approval of the chair of the Parent Board, for the relevant part of the meeting.

10.4 The chair of the Parent Board or a majority of directors may request the attendance at any meeting of the Parent Board of any person who, in their opinion, may be able to assist the Parent Board in any matter under consideration.

Emergency decision-making – circulating resolutions

10.5 Any urgent decision that cannot wait until the next Parent Board meeting can be dealt with by circulating resolution under the Constitution.

Conduct of meetings

10.6 The chair of the Parent Board determines the degree of formality required at each Parent Board meeting, while maintaining the decorum of such meetings, as per the Parent Board approved policies and procedures.

Questions on notice arising from Board and Governance Committee papers

10.7 It is expected that all directors and Governance Committee members will attend meetings of the Home in Place Group having thoroughly read all Board and Governance Committee papers before the relevant meeting.

10.8 As soon as possible after the relevant papers are made available, if a director has any questions arising from those papers that are of a detailed nature which might require a detailed response or research by management to appropriately respond, such a question should generally be put as a question on notice (which must go through either the chair of either the Parent Board or the Governance Committee as applicable). The relevant chair will then decide on the most appropriate means of addressing those questions, including passing those questions onto the GMD for a response from management.

10.9 It is expected that questions on notice (as described above) will be raised no later than 72 hours prior to the relevant meeting (not including weekends, public holidays or other approved absences), and will be used only when – in respect of questions from the Parent Board – the level of detail required to sufficiently answer the question cannot be provided without advance notice or time.

10.10 Management may answer queries raised by directors or Governance Committee members without notice, but may have reasonable time to deliver a considered response and supply accurate information as (and in a form as) determined by the relevant chair.

In-camera session

10.11 The NEDs of the Parent Board or a Subsidiary Board may, if they consider it warranted, meet
without the presence of the Company Secretary, Assistant Company Secretary or management (including the GMD or any other staff), unless expressly requested regarding the specific issues being discussed.

10.12 The purpose of an in-camera session is to allow the NEDs to informally raise, discuss or explore any issues of concern, particularly those that are of a sensitive nature and which it is considered inappropriate to discuss more broadly. These sessions facilitate discussions without notes being taken, or without the harsh light of observers glaring. They are not designed, nor should they be used, as a forum to raise personal agendas or special interests, nor to alter a decision that has been presented by management and approved. 21

10.13 Figure 2 outlines a guide, subject to change as the Parent Board or a subsidiary board determines, for circumstances in which an in-camera session may be used (note that this is a non-exhaustive list)22.

10.14 The chair of the Parent Board or subsidiary board must exercise care to ensure that an in-camera session remains focussed on appropriate items and does not digress into areas that should be discussed in the presence of management. The relevant chair must exercise their authority as the leader of the meeting and in-camera session to determine the appropriateness and relevance of issues raised in-camera, and to provide opportunities for all NEDs to contribute meaningfully to the discussion.

Figure 2: Guide of circumstances for an in-camera session

<table>
<thead>
<tr>
<th>Rationale</th>
<th>Board With Chief Executive</th>
<th>Board Alone</th>
</tr>
</thead>
<tbody>
<tr>
<td>To maintain confidentiality required by law and further the organization’s interests</td>
<td>To create a forum that is not unduly influenced by the chief executive’s interests</td>
<td></td>
</tr>
<tr>
<td>To discuss highly sensitive business issues in private</td>
<td>To encourage more open communication among the board</td>
<td></td>
</tr>
<tr>
<td>To foster a more constructive partnership between the board and chief executive</td>
<td>To discuss issues related to the way the board operates</td>
<td></td>
</tr>
<tr>
<td>To build capacity for robust discussion</td>
<td>To address issues related to the chief executive</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Topics</th>
<th>Board With Chief Executive</th>
<th>Board Alone</th>
</tr>
</thead>
<tbody>
<tr>
<td>Legal issues</td>
<td>Audit</td>
<td></td>
</tr>
<tr>
<td>Major strategic and business issues</td>
<td>Chief executive performance</td>
<td></td>
</tr>
<tr>
<td>Crisis management</td>
<td>Chief executive compensation</td>
<td></td>
</tr>
<tr>
<td>Roles, responsibilities, and expectations of the board and chief executive</td>
<td>Succession planning</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Legal issues involving the chief executive</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Board practices, behavior, and performance</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Possible Invites</th>
<th>Board With Chief Executive</th>
<th>Board Alone</th>
</tr>
</thead>
<tbody>
<tr>
<td>Senior staff</td>
<td>Professional advisors</td>
<td></td>
</tr>
<tr>
<td>Professional advisors</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Frequency</th>
<th>Board With Chief Executive</th>
<th>Board Alone</th>
</tr>
</thead>
<tbody>
<tr>
<td>At the start or end of regular meetings</td>
<td>At the start or end of regular meetings</td>
<td></td>
</tr>
<tr>
<td>As needed, e.g., litigation</td>
<td>As needed, e.g., for audit</td>
<td></td>
</tr>
</tbody>
</table>

11. Board development and evaluation

Board evaluation

11.1 The Parent Board considers the ongoing development and improvement of its performance as a critical input to effective governance. As a result, the Parent Board undertakes an annual evaluation of the board itself and the performance of each director – including the chair. The evaluation of the Parent Board would be undertaken as per the below cycle over a three-year period:

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21 Guidelines for in-camera and Board-only sessions, University of Saskatchewan, accessed at https://governance.usask.ca/documents/board/GuidelinesForInCamera.pdf

a. Year 1: internal review via Questionnaire(s);
b. Year 2: internal review of the Board and Chair via verbal assessment/discussion at board meeting and review of each director by the Chair; and
c. Year 3: external review via independent consultant.

11.2 The key elements of this performance evaluation process are that the process should be objective and independent; encourage open and constructive discussion regarding performance; and each individual performance assessment should remain confidential.

Board development

11.3 The Parent Board has approved a Board Training Policy for directors and members of Governance Committees and Advisory Groups and makes funds available for any identified relevant training opportunities as per this policy.

12. Supporting documents

12.1 This Group Charter is supported by a range of policies and procedures, which guide and support the work of the Home in Place Group. Some of these are listed below:

a. Constitution (Parent Company and Subsidiaries);
b. Policies – Code of Conduct Policy, Conflict of Interest Policy, Delegations of Authority Policies, Privacy and Confidentiality Policy, and Risk Management Policy;
c. Position Descriptions – Non-Executive Director, Chair of the Parent Board, Deputy Chair of the Parent Board, Company Secretary and the Group Managing Director; and
d. Terms of Reference.
## 13. Definitions

In this Group Charter, unless the context otherwise requires and where not otherwise defined:

<table>
<thead>
<tr>
<th>Term</th>
<th>Definition</th>
</tr>
</thead>
<tbody>
<tr>
<td>ACNC</td>
<td>means Australian Charities and Not-for-profit Commission</td>
</tr>
<tr>
<td>Advisory Group</td>
<td>means an Advisory Group established under the Constitution</td>
</tr>
<tr>
<td>AGM</td>
<td>means the annual general meeting held as per the Corporations Act</td>
</tr>
<tr>
<td>ASIC</td>
<td>means the Australian Securities and Investment Commission</td>
</tr>
<tr>
<td>ATO</td>
<td>means the Australian Tax Office</td>
</tr>
<tr>
<td>CEO</td>
<td>means the chief executive officer, appointed by the Parent Board</td>
</tr>
<tr>
<td>CEO AU</td>
<td>means the chief executive officer Australia, appointed by the Risk and Australian Operations Committee</td>
</tr>
<tr>
<td>CEO NZ</td>
<td>means the chief executive officer New Zealand, appointed by the Board of Home in Place (New Zealand)</td>
</tr>
<tr>
<td>Company Secretary</td>
<td>means the company secretary appointed by the Parent Board, for the Home in Place Group</td>
</tr>
<tr>
<td>Compass</td>
<td>means Compass Housing Services Co Ltd</td>
</tr>
<tr>
<td>Constitution</td>
<td>means the constitution of Home in Place as approved by the members and amended from time to time</td>
</tr>
<tr>
<td>Corporations Act</td>
<td>means the <em>Corporations Act 2001 (Cth)</em></td>
</tr>
<tr>
<td>GEM</td>
<td>means a Group Executive Manager</td>
</tr>
<tr>
<td>Governance Committee</td>
<td>means a committee established under the Constitution</td>
</tr>
<tr>
<td>Group Charter</td>
<td>means this document as amended from time to time</td>
</tr>
<tr>
<td>GCFO</td>
<td>means the group chief financial officer of the Home in Place Group</td>
</tr>
<tr>
<td>Group Managing Director (GMD)</td>
<td>means the CEO, if they are appointed to the Parent Board under clause 9.6(1) of the Constitution</td>
</tr>
<tr>
<td>Home in Place</td>
<td>is the trading name of, and means, Compass</td>
</tr>
<tr>
<td>Home in Place Group</td>
<td>means the corporate structure that includes Home in Place, Subsidiary Boards, Governance Committees and Advisory Groups as created from time to time</td>
</tr>
<tr>
<td>KPIs</td>
<td>means key performance indicators</td>
</tr>
<tr>
<td>NED</td>
<td>means a non-executive director of either the Parent Board or of a Subsidiary Board, as the context requires</td>
</tr>
<tr>
<td>Parent Board</td>
<td>means the current directors of Home in Place</td>
</tr>
<tr>
<td>Parent Company</td>
<td>means Home in Place</td>
</tr>
<tr>
<td>Subsidiary</td>
<td>means a company in which Home in Place owns all or at least a majority of the shares</td>
</tr>
<tr>
<td>Subsidiary Board</td>
<td>means the appointed board of directors of a Subsidiary</td>
</tr>
<tr>
<td>Subsidiary Constitution</td>
<td>means the document of that name, approved by the Parent Board, which sets out the governance framework of a Subsidiary</td>
</tr>
<tr>
<td>Terms of Reference</td>
<td>means the governance document approved by the Parent Board or the GRN (as delegated) that defines the purpose and structure of the relevant Governance Committee or Advisory Group</td>
</tr>
</tbody>
</table>