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 40 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; and
(b) the Parent Board's roles, responsibilities and authorities (both as individual directors and collectively as a board), Subsidiary Boards, Governance Committees and management in setting the direction, management and control of 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.

1.5 This Group Charter applies to:

(a) Home in Place, including its directors and staff;
(b) each Subsidiary Company, their directors and staff; and
(c) each Governance Committee and Advisory Group.

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 whatsoever to, including but not limited to the creation or dissolution or similar of any entity within, the Home in Place Group must be approved by the Parent Board.

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.

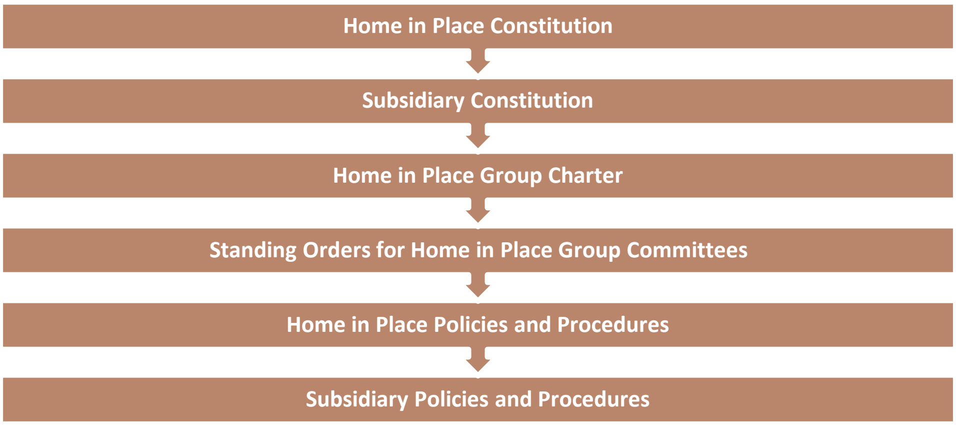


Figure 1: Home in Place Governance Documents Hierarchy

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) always act with the purpose of furthering and achieving the objects as set out in clause 1.2;
(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.

4. Parent Board Role and Responsibilities

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.

Key functions and responsibilities of the Parent Board

4.2 The key areas of the Parent Board's responsibility are set out below, noting that the Parent Board may delegate the exercise of some of these functions to Subsidiary Boards or Governance Committees:

(a) **Strategic direction** – Work with the Group CEO 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, and actively monitor the financial performance of Home in the Place Group. 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 resolution of the Members at a General Meeting.

(d) **Positive outcomes for tenants and other relevant stakeholders** – Work with the Group CEO 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. Ensure that 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 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 Group CEO, including approving the succession plan for the Group CEO and the Senior Executives. Work with the Group CEO regarding the appointment, KPI setting, succession planning for and, where appropriate, the removal of Senior Executives. Delegate appropriate powers to the Group CEO, 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.

(i) **Director performance and board succession** – Ensure an effective system is in place to regularly monitor and assess the performance of the Parent Board (as a whole), NEDs, Governance Committees and Advisory Groups, and review and approve the succession planning process for the recruitment and appointment or election of NEDs.

(j) **Safeguarding and Prevention of sexual exploitation and abuse (PSEA)** – Systematically and regularly consider reports on safeguarding and PSEA as recommended under the (Australian Council For International Development ACFID Code of Conduct) and elevate the importance of safeguarding within Home in Place Group ensuring the Parent Board is providing leadership on safeguarding and PSEA.

Composition of the Parent Board

4.3 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.

4.4 As set out in the Constitution, the Parent Board must comprise at least five (5) but not more than nine (9) NEDs.

Director's independence

4.5 The Parent Board's policy is that the majority of the NEDs on the Parent Board must be 'independent' NEDs. This ensures that all Parent Board discussions or decisions have the benefit of outside views and experience with a majority of independence.

4.6 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’, a director must:

(a) be independent of management (ie, not be an Employee); and

(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 independent judgment or the properly execute their director's duties; and

(ii) to act in the best interests of Home in Place.

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

Outside directorships

4.8 In order that NEDs 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.

4.9 It is expected that each NED will inform the Parent Board Chair (or a Subsidiary Board Chair, if applicable) prior to accepting an invitation to become a director of any organisation other than within the Home in Place Group. The relevant chair, acting reasonably, will consider whether the proposed directorship will interfere with the ability of the director to fulfil their duties as a NED.

The Parent Board or relevant Subsidiary Board will determine whether there is any conflict of interest as per its policies.

4.10 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.

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

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

Role of the Parent Board Chair

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 Parent Board Chair are set out in the Chair Position Description, which is approved by the Parent Board and reviewed every 2 years. In summary, there are two (2) main aspects to the role of the Parent Board Chair, namely, within the boardroom, and outside the boardroom.

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

(a) establishing the agenda for Parent Board meetings in consultation with the Group CEO; and
(b) chairing 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) ensuring that the decisions of the Parent Board are implemented properly.

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

(a) in conjunction with the Group CEO, undertaking appropriate public relations activities, including communicating with the Members;
(b) chairing the AGM;
(c) being the major point of contact between the Parent Board and the Group CEO and establishing and maintaining an effective working relationship with the Group CEO;

(d) supervising the Company Secretary;
(e) where necessary, providing feedback to the Group CEO and NEDs from time to time;
(f) discharging approval authority as delegated by the Parent Board; and
(g) administrating the process for handling complaints against any director other than the Parent Board Chair, in which case such process will be handled by the Parent Board Deputy Chair.

Role of the Parent Board Deputy Chair

5.6 The Parent Board Deputy Chair 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 Parent Board Deputy Chair supports the Parent Board Chair and acts as chair under the Constitution when the of the Parent Board Chair is unavailable or unable.

5.8 The details of the role of the Parent Board Deputy Chair are set out in the Deputy Chair Position Description, which is approved by the Parent Board and reviewed every 2 years. In summary, the role of the Parent 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 Parent Board Chair in the leadership of the Parent Board;
(c) standing in as Parent Board Chair if a conflict of interest arises with the Parent Board Chair themselves;
(d) undertaking representational activities on behalf of Home in Place when authorised by the Parent Board Chair or the Parent Board; and
(e) being a point of contact for NEDs, particularly for performance or other issues involving the Parent Board Chair.

Role of the Company Secretary

5.9 The Company Secretary is appointed and dismissed 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 Parent Board Chair, on all governance matters and reports to the Parent Board Chair as the representative of the Parent Board, as delegated by the Parent Board from time to time.

5.12 All NED or Member appointments, resignations and removals for Home in Place, its Subsidiaries or Governance Committees are managed through the Company Secretary.

5.13 The full responsibilities of the Company Secretary are set out in the Company Secretary's Position Description approved by the Parent Board and reviewed annually in conjunction with the performance assessment of the Company Secretary.

5.14 Each NED and Member of the Parent Board, Subsidiary Board and Governance Committee 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 Home in Place may, as it sees fit, 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.

6.2 Subsidiaries are governed by a Subsidiary constitution and subsidiary charter (if applicable), as well as various Home in Place governance documents and policies (including, but not limited to, the Constitution and this Group Charter).

6.3 Each Subsidiary is required to ensure that its constitution and subsidiary charter (if applicable) is consistent with this Group Charter. However, if this Group Charter conflicts with a Subsidiary's constitution, the Subsidiary's constitution prevails.

7. Governance Committees and Advisory Groups

7.1 Under the Constitution, the Parent Board may amongst other things create Governance Committees or Advisory Groups, as it sees fit.

7.2 The roles of each of the Governance Committees 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.

Governance Committees

7.3 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 Standing Orders for Home in Place Group Committees and the Delegation of Authority Policy) to its Governance Committees.

7.4 The Parent Board has established two (2) Governance Committees:

(a) the ARC; and
(b) the GPC,

each of which has formal Terms of Reference that set out their purpose, functions, authority, membership, meeting schedule, reporting processes and any delegated powers (generally non-financial) of the Governance Committee.

7.5 The membership and chair of each Governance Committee is determined by the Parent Board, on the advice of the GPC, having regard for the competencies, skills and experience of directors, the spread of work and the potential for individual development opportunities.

7.6 The chair of each Governance Committee reports matters of substance to the next Parent Board meeting.

Advisory Groups

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

8. Role of 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 Group CEO, 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.

Group CEO

8.3 At its discretion, the Parent Board may appoint an executive to the role of Group CEO who will then be the most senior executive of Home in Place.

8.4 The Group CEO 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 Group CEO reports directly to the Parent Board through the Parent Board Chair.

8.5 The Group CEO's performance is assessed annually by the Parent Board through and with the advice of the GPC as set out in its Terms of Reference.

8.6 The responsibilities of the Group CEO are set out in the Position Description of the Group CEO and reviewed annually in conjunction with the Group CEO's performance assessment.

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.

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.

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.

(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, 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 & Code of Conduct

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 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

9.8 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.

9.9 An estimate of a NEDs annual minimum time commitment for Home in Place is as set out below, noting this may vary from time to time including for – but not limited to – urgent or extraordinary matters:

	DAYS
Parent Board and Governance Committee meetings	2 days per month
Business and strategic planning workshops and activities	2 days annually
Education and training	1 day annually
Annual General Meeting	1 day annually
Induction program (for new directors and the chair of the Parent Board only).	1 day annually

9.10 NEDs are expected to allocate sufficient time as needed for other occasional Home in Place Group business/events or relevant industry events.

Access to independent professional advice

9.11 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.

9.12 All NEDs of Home in Place have the individual authority to commit Home in Place to up to $1,000 per annum in professional advice without seeking any prior approval.

9.13 It is expected that before seeking professional advice, a NED of Home in Place will inform the Parent Board Chair 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.

9.14 If the cost of professional advice is likely to exceed $1,000, the NED must seek authority from the Parent Board Chair before engaging the professional. The Parent Board Chair has delegated authority to authorise such expenditures up to $10,000 per occurrence, and the Parent Board Deputy Chair has delegated authority to authorise such expenditure up to $10,000 per occurrence where the Parent Board Chair is seeking such advice.

9.15 Unless there is a conflict of interest in doing so, any professional advice received should be received on behalf of and distributed to the Parent Board as a whole.

Board protection

9.16 Home in Place arranges for the benefit of each director of the Home in Place Group, 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.

9.17 Home in Place maintains the D&O insurance for each director of the Home in Place Group, 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 may, from time to time, establish meeting procedures (either formally or informally) for the effective conduct of the Parent Board's business (through its meetings or otherwise via out-of-session decisions) to support effective decision-making open, robust and candid deliberations.

Emergency decision-making – circulating resolutions

10.2 Any urgent, minor administrative or other matter which in the reasonable opinion of the Parent Board Chair cannot wait until the next Parent Board meeting can be dealt with by circulating resolution under the Constitution.

Conduct of meetings

10.3 The Parent Board Chair determines the degree of formality required at each Parent Board meeting, while maintaining the decorum of such meetings, in accordance with Parent Board approved policies and procedures.

Questions on notice arising from Board and Governance Committee papers

10.4 It is expected that all NEDs 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.

10.5 As soon as possible after the relevant papers are made available, if a NED 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 Parent Board Chair or the chair of 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 Group CEO for a response from management.

10.6 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.

In-camera sessions

10.7 NEDs may, either regularly or from time to time, meet without the presence of the Company Secretary, Assistant Company Secretary or management (including the Group CEO or any other staff), unless expressly requested regarding the specific issues being discussed. These are knowns as “in-camera sessions”.

10.8 The purpose of an in-camera session is to allow 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.

10.9 **Figure 2** outlines a general 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).

	Board With Chief Executive	Board Alone
Rationale	• To maintain confidentiality required by law and further the organization's interests • To discuss highly sensitive business issues in private • To foster a more constructive partnership between the board and chief executive • To build capacity for robust discussion	• To create a forum that is not unduly influenced by the chief executive • To encourage more open communication among the board • To discuss issues related to the way the board operates • To address issues related to the chief executive • To build capacity for robust discussion
Topics	• Legal issues • Major strategic and business issues • Crisis management • Roles, responsibilities, and expectations of the board and chief executive	• Audit • Chief executive performance • Chief executive compensation • Succession planning • Legal issues involving the chief executive • Board practices, behavior, and performance
Possible Invitees	• Senior staff • Professional advisors	• Professional advisors
Frequency	• At the start or end of regular meetings • As needed, e.g., litigation	• At the start or end of regular meetings • As needed, e.g., for audit

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

11. Board Development and Evaluation

Board evaluation

11.1 The Parent Board considers the ongoing development and improvement of the performance of all boards within the Home in Place Group as a critical input to effective governance. As a result, the Parent Board undertakes an annual evaluation of all Governance Committees and boards within the Home in Place Group, as well as the performance of each director - including the Parent Board Chair.

11.2 Unless the Parent Board resolves otherwise, generally the evaluation set out in clause 11.1 will be undertaken in accordance with the below cycle over a three-year period:

(a) **Year 1:** internal review via questionnaire(s);

(b) **Year 2:** internal review the chair of each board and Governance Committee by verbal assessment/discussion at a board or Governance Committee meeting and verbal (and confidential) review of each director by the Parent Board Chair; and

(c) **Year 3:** external review via independent consultant.

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

Board development

11.4 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) constitutions of the 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, Parent Board Chair, Parent Board Deputy Chair, Company Secretary and the Group CEO;

(d) Subsidiary charter; and

(e) Terms of Reference.

13. Definitions

For the glossary of definition for Home in Place QMS documents please click on the link: Acronyms and Definitions

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

Term	Definition
ACNC	means Australian Charities and Not-for-profit Commission
Advisory Group	means an advisory group or advisory body established under the Constitution
AGM	means the annual general meeting of Home in Place held as per the Corporations Act
ARC Chair	means the chair of the ARC
ARC	means the Audit and Risk Committee, created by the Parent Board under the Constitution
ARC Chair	means the chair of the ARC
Company Secretary	means the company secretary appointed by the Parent Board, for the Home in Place Group
Constitution	means the constitution of Home in Place as approved by the members and amended from time to time
Corporations Act	means the Corporations Act 2001 (Cth)
Delegation of Authority Policy	means the policy approved by the Parent Board from time to time with respect to the delegation of powers from the Parent Board to the Group CEO (and through them to Senior Executives and other staff), Governance Committee and Subsidiary Boards
Employee	means a person engaged under an employment agreement or award by any company within the Home in Place Group
Governance Committee	means a committee established under the Constitution
Group Charter	means this document as amended from time to time
GMD	means the position of the Group CEO if they are appointed to the Parent Board under clause 12.17 of the Constitution
GPC	means the Governance and People Committee, created by the Parent Board under the Constitution
GPC Chair	means the chair of the GPC
Group CEO	means the chief executive officer of the Home in Place Group as appointed by the Parent Board under clause 12.17 of the Constitution
Home in Place	means Home in Place Ltd ACN 679 000 401
Home in Place Group	means the corporate structure that includes Home in Place, Subsidiary Boards, Governance Committees and Advisory Groups as created from time to time
IRC	means the Internal Review Committee
IRC Chair	means the chair of the IRC
KPI	means key performance indicators
Member	means a member of Home in Place
NED	means a non-executive director of either the Parent Board or of a Subsidiary Board, as the context requires
Parent Board	means the current directors of Home in Place
Parent Board Chair	means the chair of the Parent Board as elected by the Parent Board under the Constitution
Parent Board Deputy Chair	means the deputy chair of the Parent Board as elected by the Parent Board under the Constitution
Parent Company	means Home in Place
Senior Executive	means an Employee who reports directly to the Group CEO and belongs to the group known from time to time as Group Executive Managers or 'GEM', or Employees who report to the GEM and who belong to the group known from time time as 'GEMX'.
Subsidiary	means a company in which Home in Place owns all or at least a majority of the

	shares
Subsidiary Board	means the appointed board of directors of a Subsidiary
Subsidiary Board Chair	means the chair of a Subsidiary Board as elected by a Subsidiary Board
Subsidiary Constitution	means the document of that name, approved by the Parent Board, which sets out the governance framework of a Subsidiary
Terms of Reference	means the governance document approved by the Parent Board or the GPC (as delegated) that defines the purpose and structure of the relevant Governance Committee or Advisory Group

14. Document Information

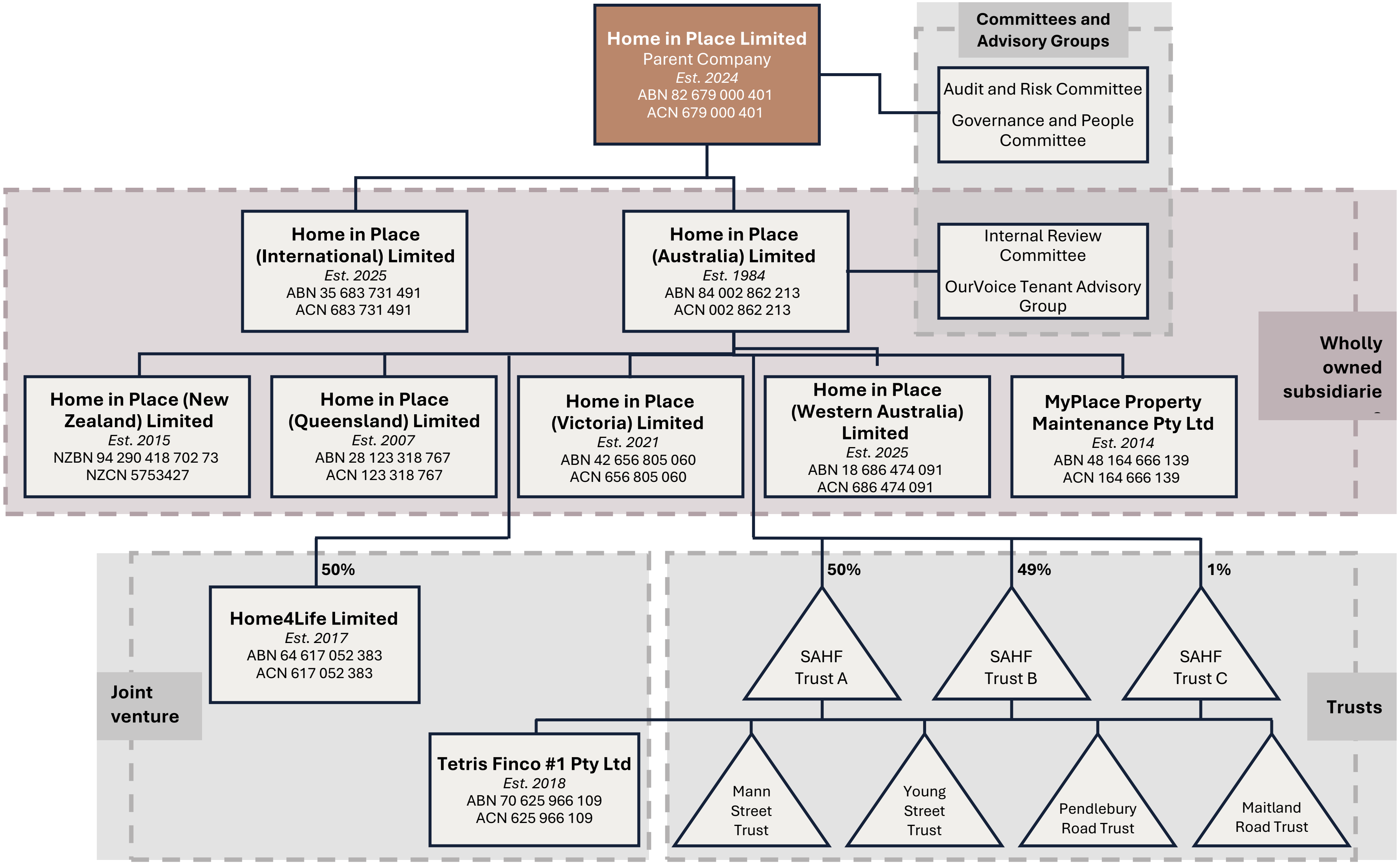
Document Number	CHAR-001
Document Administration	Office of the GCEO - GESOGMD@homeinplace.org
Responsible Business Unit	Home in Place Parent Board
Primary Review Officer	Company Secretary
Approval Authority	Home in Place Parent Board
Version	11
Date created	8/06/2014
Last amended date	30/07/2025
Current version approval date	04/08/2025
Next review no later than	31/08/2028

15. Version History

Version	Date:	Status and changes	Author/Reviewer
V1.0	8 June 2014	Initial document	Geoff Kiel, Julie Barnett and Greg Budworth
V2.0	10 July 2014	Change title for CEO to Group Managing Director	Geoff Kiel and Greg Budworth
V3.0	20 October 2014	Recommendations for changes to ensure consistency with Home in Place's Constitution and National law for Community Housing Providers	Ben Wong and Julie Barnett
V4.0	16 February 2017	Periodic general review by the Company Secretary.	Micah Jenkins.
V5.0	19 February 2018	Periodic review and update by the Company Secretary, including renaming document to a Group Charter to better set out governance principles across the Home in Place Group.	Stephanie Campbell and Kwesi Addo.
V6.0	September 2018	Review and minor amendment.	Stephanie Campbell and Kwesi Addo.
V7.0	December 2018	Review by Parent Board Approved at the Home in Place Parent Board meeting on 17 December 2018.	Stephanie Campbell and Kwesi Addo
V8.0	October 2021	Review and make substantial amendments to streamline document and make it less prescriptive so as to provide a better overall governance framework	Kwesi Addo, in consultation with Dan Davis and Greg Budworth
V9.0	22 May 2023	Comprehensive review to incorporate: • rebranding of Compass to Home in Place • changes associated with the updated governance structure for Home in Place (New Zealand) and Home in Place Australian operations (changes associated with the new positions CEO AU and CEO NZ included) • content of the Subsidiary Charter in this Group Charter (to enable rescission of the Subsidiary Charter)	Komal Jagad, Company Secretary in consultation with Kwesi Addo, Chair of Parent Board

Version	Date:	Status and changes	Author/Reviewer
		• the updated Home in Place Group Structure (moved to Annexure 1) to reflect new committees (Finance, Risk and Audit Committee; and Australian Operations Committee) • annexures outlining Position descriptions of Chair and Deputy Chair of Parent Board removed • title change – from CEO to Group Managing Director and General Manager to CEO AU and CEO NZ, as applicable • updated Definitions • sections moved for better readability and flow • apply new template • editorial and formatting changes.	
	22/05/2023	Approved for Distribution	Home in Place Board
V10	26/02/2024	Review to incorporate: • the reference to Standing Orders for Home in Place Group Committees • oversight of safeguarding and PSEA as recommended under the Australian Council for International Development ACFID Code of Conduct • the MPPM Reporting Matrix to AOC • GRN's delegated authority to develop and approve Board Skills Matrix • editorial and formatting changes.	Komal Jagad, Company Secretary in consultation with Kwesi Addo, Chair of Parent Board
	26/02/2024	Approved for Distribution	Home in Place Board
V11	Jul 2025	Amend to incorporate various changes, including: • changing GMD to Group CEO • removing references to matrices • make more concise.	Kwesi Addo, GPC Chair
	4/08/2025	Approved for Distribution	Governance and People Committee

Annexure 1: Home in Place Group Structure



Home in Place wholly owned Subsidiaries

(a) **My Place Property Maintenance (MPPM) Pty Limited:** Through MPPM, Home in Place has internalised maintenance by creating a facility maintenance operation and engaging an internal trade-based workforce. It is an Australian private company registered under the Corporations Act 2001.
(b) **Home in Place (Queensland) Limited:** This Subsidiary is created to further Home in Place objects in Queensland, Australia. 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.
(c) **Home in Place (New Zealand) Limited:** Home in Place (New Zealand) is delivering a new model of community housing properties and services in New Zealand. As a not-for-profit, regulated Community Housing Provider (CHP), it offers specialist tenancy and property management services in Auckland and the regional north island, from Wellington to Taranaki. Home in Place (New Zealand) is a New Zealand limited company registered under the Companies Act 1993 and a charity registered under the Charities Act 2005, and regulated by the Charities Services, New Zealand.
(d) **Home in Place (Victoria) Limited:** This Subsidiary is created to further Home in Place objects in Victoria, Australia. It is an Australian public company limited by guarantee registered under the Corporations Act 2001.
(e) **Home in Place (Western Australia) Limited:** This Subsidiary is created to further Home in Place objects in Western Australia, Australia. It is an Australian public company limited by guarantee registered under the Corporations Act 2001.
(f) **Home in Place (International) Limited:** This Subsidiary is created to further Home in Place objects internationally. It is an Australian public company limited by guarantee registered under the Corporations Act 2001.

Home in Place Governance Committees

(g) **Audit and Risk Committee (ARC):** The role of the ARC is to assist the Parent Board in fulfilling its statutory, corporate governance and oversight responsibilities in relation to the financial and risk-related matters of the Home in Place Group. This includes, but is not limited to in relation to the Home in Place Group reviewing and considering financial statements, treasury and financial strategy, group taxation matters, external and internal audits, risk and compliance oversight. The full scope of the ARC's responsibilities are set out in their ToRs.
(h) **Governance and People Committee (GPC):** The role of the GPC is to assist the Parent Board in fulfilling its statutory, corporate governance and oversight responsibilities in relation to various governance matters across the Home in Place Group. This includes, but is not limited to, reviewing, and approving governance policies, procedures, charters, NED and executive remuneration, succession planning and board renewal across the Home in Place Group. The full scope of the ARC's responsibilities are set out in their ToRs.
(i) **Internal Review Committee (IRC):** The IRC, which reports to the board of Home in Place Australia, was created to consider applications made by tenants of Home in Place and its Australian-based Subsidiaries, and applicants for review of management decisions as per the Home in Place Internal Review and Appeals Policy and operating procedures.
The IRC considers advice from management regarding changes to Home in Place policies that arise from issues which come under residential tenancies legislation. It makes recommendations to the Parent Board and its Australian-based Subsidiaries regarding changes to operational policies, considers recommendations made by the NSW Housing Appeals Committee (HAC) or any other jurisdictional independent government body established to allow a mechanism for social housing applicants and tenants the right to an external appeal.

Joint Ventures

The Home in Place joint ventures are Home4Life Ltd (H4L) (JV with BlueCHP Ltd 50/50 membership) and Tetris Finco#1 Pty Ltd (JV Partnership with Tetris 50/50 membership).