Home in Place

Group Charter

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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 charitable objects of the *Home in Place Group* are:

(a) to 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) to obtain secure, affordable and sensitively managed housing for poor, needy and underprivileged people and those with a disability; and
(c) to conduct for-profit activities that further (or are ancillary to) the *Home in Place Group*'s objects provided that any profits generated are solely used in the pursuit of the *Home in Place Group*'s objects.

Application and Purpose of the Group Charter

1.3 This *Group Charter* applies to:

(a) The *Parent Board* and its directors;
(b) each *Subsidiary*, its directors and staff; and
(c) each *Home in Place Committee* and its *Committee Members*.

1.4 The purpose of this *Group Charter* is to:

(a) outline the structure of the *Home in Place Group*, its governance framework and governance principles;
(b) outline the roles, responsibilities and authorities of the *Group Company* Boards and *Home in Place Committees* (both collectively and as individual directors/members) in setting the direction, management and control of the *Home in Place Group*;
(c) delineate the strategic and oversight duties of directors versus the day-to-day operational management handled by Group Executive Managers; and
(d) outline the communication and operating procedures of the *Group Company* Boards and *Home in Place Committees.*

1.5 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.

2. Governance Framework

Home in Place Governance Overview

2.1 Home in Place Limited ACN 679 000 401 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 Limited and each Australian-based *Subsidiary* that operates as a charity must comply with the *ACNC Governance Standards* and the governance

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policies of the *Home in Place Group*, the latter of which will either meet, or exceed, those governance standards.

2.3 Home in Place (New Zealand) Limited is a subsidiary of Home in Place (Australia) Limited; a New Zealand public company limited by guarantee registered under the Companies Act 1993; and a charity registered under the Charities Act 2005 regulated by Charities Services. As such, it must comply with the relevant New Zealand legislation as well as the governance policies of the *Home in Place Group*.

Home in Place Group Structure

2.4 The structure of the *Home in Place Group* is outlined in *Annexure 1: Home in Place Group Structure*.

2.5 Any change to the structure, including but not limited to the creation or dissolution of any entity within the *Home in Place Group*, must be approved by the *Parent Board*. This includes (but is not limited to) any mergers, acquisitions, joint ventures or creation of *Subsidiaries*.

Home in Place Group Governance Documents Hierarchy

2.6 **Figure 1** shows the hierarchy of the *Home in Place Group* governance documents. In case of inconsistencies, an item higher in the hierarchy will override and prevail over an 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* or *Subsidiary Board* and each member of a *Home in Place Committee*, must:

(a) act in good faith in the best interests of the company on whose board they serve or the *Group Company* that created the *Home in Place Committee* on which they serve (as the case may be). Where the company is a wholly owned or wholly controlled *Subsidiary*, a director may, to the extent permitted by section 187 of the Corporations Act 2001 (Cth), act in good faith in the best interests of the *Parent Company* rather than the *Subsidiary*, provided that the *Subsidiary's* constitution expressly authorises the Director to do so;

(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;

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(d) make informed, transparent decisions within *Home in Place Group* accountability systems;
(e) contribute to the effectiveness of the *Group Company* board and/or *Home in Place Committee* that the individual has been appointed to;
(f) recognise and engage the relevant interests of the tenants and other stakeholders of the *Home in Place Group*;
(g) protect confidentiality; and
(h) 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 the *Parent Company* and the *Home in Place Group*. The *Parent Board* is responsible for the overall strategy, 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 as it sees fit:

(a) **Strategic direction** – Work with the *Group CEO* to develop, review and approve the strategic plan.
(b) **Corporate Group Structure, M&A, JVs and Subsidiaries** – Oversee the development of, and approve the implementation of, an appropriate corporate group structure for the *Home in Place Group*. Approve any changes to the corporate group structure, any mergers and acquisitions, joint ventures, and/or creation of any additional subsidiaries (whether directly or indirectly controlled).
(c) **Governance Policies** – Set governance (as opposed to operational) policies, rules and procedures of the *Home in Place Group* and approve material amendments to them.
(d) **Financial integrity and accountability** –
  (i) Approve the annual financial budgets and financial statements of the Group and actively monitor the financial performance of the *Home in the Place Group*.
  (ii) Evaluate and make recommendations to the *Member*s regarding the appointment or removal of a properly qualified external 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 *Member*s at a General Meeting.
(e) **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 objects (as set out in the relevant *Group Company* 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.
(f) **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.

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(g) **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*.

(h) **Group CEO and Group Company Secretary Oversight** – Recruit, support and review the performance of the *Group CEO* and Group Company Secretary, including approving the succession plan for the same.

(i) **Delegation of Authority** - Delegate appropriate powers to the *Subsidiaries*, *Parent Board Committee*s, the *Group CEO*, Group Chief Financial Officer and Group Company Secretary to ensure the effective oversight of the implementation of strategic objectives and day-to-day management of the business.

(j) **Workplace Health and Safety -** Ensure the organisation complies with safety standards. This includes proactively monitoring safety systems, ensuring adequate resources are allocated, and mitigating both physical and psychosocial hazards.

(k) **Culture, Values and Leadership** - Setting values and providing leadership of positive organisational conduct and culture.

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

(m) **Non-Executive Director recruitment, appointment, performance and succession** –

(i) For the *Parent Board*, recommend the appointment of *NED*s to the *Member* for approval (and can appoint a non-executive director to fill a casual vacancy until the subsequent annual general meeting of the *Parent Company*).

(ii) Approve the appointment of all non-executive directors of *Subsidiary Board*s following recommendations from the *GPC*.

(iii) Ensure an effective system is in place to regularly monitor and assess the performance of directors and members of *Group Company* boards and *Home in Place Committees*.

(iv) Periodically review director succession and approve the director succession planning process.

(n) **Litigation** – Approve the commencement of any litigation by a company within the *Home in Place Group* or the settlement of litigation brought against a company within the *Home in Place Group*. Approve and guide the strategy of all litigation involving a company within the *Home in Place Group*.

(o) **Child Safeguarding -** Systematically and regularly consider reports on child safeguarding as recommended under the National Child Safe Principles and elevate the importance of child safeguarding within *Home in Place Group*, ensuring the *Parent Board* is providing leadership on child safeguarding.

Composition and Independence of the Parent Board

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

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4.5 Through this *Group Charter*, 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 (i.e., 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 the *Group Company* to which they are appointed.

4.6 The independence of the *NED*s is assessed on an ongoing basis.

5. Subsidiaries

Overview and governance

5.1 As it sees fit, the *Parent Board* may approve the creation, acquisition or disposal of a *Subsidiary* by the *Parent Company* itself or the creation, acquisition or disposal of a *Subsidiary* by another *Subsidiary* in the *Home in Place Group*. A *Subsidiary* may not create, acquire or dispose of a *Subsidiary* without the approval of the *Parent Board*.

5.2 The primary role of a *Subsidiary Board* is to balance executing the *Home in Place Group*'s strategic objectives with managing the *Subsidiary*'s local operations, risk, and regulatory compliance.

5.3 *Subsidiaries* are governed by a constitution and this *Group Charter*, as well as various *Home in Place Group* governance documents and policies including, but not limited to, the Delegation of Authority Policy.

5.4 Each *Subsidiary* is required to ensure that its constitution is consistent with this *Group Charter* and the Delegation of Authority Policy. However, if this *Group Charter* or the Delegation of Authority Policy conflicts with a *Subsidiary*'s constitution, the *Subsidiary*'s constitution prevails.

Authority of Subsidiary Boards

5.5 The authority of *Subsidiary Board*s is subordinated to the powers of the *Parent Board* and the powers of *Subsidiary Board*s are strictly defined under the Delegation of Authority Policy.

5.6 In an instance where a proposed power has not been expressly set out in the Delegation of Authority Policy, the *Subsidiary Board* must assume that the power has been reserved to the *Parent Board* and must first seek the *Parent Board*'s express approval prior to any action in relation to the matter.

5.7 Matters reserved to the *Parent Board* include the conditions and financial limits under which *Subsidiary Board*s may make decisions without first seeking the *Parent Board*'s approval. These matters are set out in the Delegation of Authority Policy. The Delegation of Authority Policy also sets out the conditions and required actions with respect to a *Subsidiary Board* seeking *Parent Board* approval for a matter, as well as certain matters where *Parent Board* decision-making impacts or applies to a *Subsidiary*.

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Key functions and responsibilities of the Subsidiary boards

5.8 The key areas of a *Subsidiary Board*'s responsibilities are set out below:

(a) **Strategic alignment** – Work with the *Group CEO* (and/or *Subsidiary CEO* where applicable) to translate the *Home in Place Group*'s overarching goals into actionable, localised business strategies. This may include approval of a *Subsidiary* Strategic Plan where applicable.

(b) **Reporting to Parent Board** – Ensure that relevant information regarding the *Subsidiary*'s operational, financial, risk and regulatory position is reported to the *Parent Board* on a timely and regular basis.

(c) **Compliance and Governance** – Ensure the *Subsidiary* adheres to all local laws, tax codes, and regulatory requirements in its operating jurisdiction, and provide oversight over the business activities of the *Subsidiary*.

(d) **Risk Management** – Identify, monitor, and mitigate risks specific to the *Subsidiary*'s operations and geography.

(e) **Financial integrity and accountability** –

(i) Ensure that the company maintains solvency;

(ii) Approve the annual financial budgets and financial statements of the *Subsidiary* and recommend them to the *Parent Board* for approval.

(f) **Workplace Health and Safety** – Where the *Subsidiary* is an employer (or has its own *Subsidiary* that is an employer), ensure the business complies with safety standards. This includes proactively monitoring safety systems, allocating adequate resources, and mitigating both physical and psychosocial hazards.

(g) **Oversight of Subsidiary CEO** –

(i) Appointing, monitoring, and evaluating the performance and remuneration of the *Subsidiary CEO*. Determine employment terms.

(ii) Termination of the *Subsidiary CEO* following consultation with the *Group CEO*.

(iii) Delegating powers to the *Subsidiary CEO*.

(h) **Subsidiary Governance Policies and Non-Governance Policies** – Approve *Subsidiary*-specific governance policies (so long as the terms do not conflict with policies approved by the *Parent Board*).

6. Parent Board Committees and Advisory Groups

6.1 Under the *Parent Company* constitution, the *Parent Board* may amongst other things create *Parent Board Committee*s or *Advisory Groups*, as it sees fit.

6.2 The role of each *Parent Board Committee* and *Advisory Group* is to support *Group Company* boards in providing oversight of the *Home in Place Group* and assist the boards to discharge their legislative responsibilities.

6.3 The *Parent Board* has established two (2) *Parent Board Committee*s:

(a) the Audited and Risk Committee (‘*ARC’)* and

(b) the Governance and People Committee (‘*GPC’)*,

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each of which has formal *Terms of Reference* that set out that committee's purpose, functions, authority, membership, meeting schedule, reporting processes and any delegated powers (generally non-financial).

6.4 The membership and chair of each *Parent Board 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.

6.5 The chair of each *Parent Board Committee* reports matters of substance to the next *Parent Board* meeting.

Advisory Groups

6.6 For clarity, an *Advisory Group* is not a committee for the purposes of the *Parent Company* 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 any boards within the *Home in Place Group*.

7. Role of the Board Chairs and Board Deputy Chairs

7.1 A *Subsidiary Board* elects a *NED* to be its chair to lead the *Subsidiary Board* and facilitate its work, as well as a deputy chair (if applicable) to assist the chair as and when required.

Role of a Board Chair

7.2 As per the general business practices and the relevant *Group Company* constitution, a board elects a *NED* to be the chair of the board at the first meeting of the board following that *Group Company's* annual general meeting, or as the board otherwise determines.

7.3 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.

7.4 There are two (2) main aspects to the role of a board chair, namely, within the boardroom, and outside the boardroom.

(a) Inside the boardroom, the role of a board chair is to be responsible for the conduct of all meetings of the board and the order of their business including:
   (i) establishing the agenda for board meetings in consultation with the *Group CEO* (or *Subsidiary CEO* where applicable) and Group Company Secretary; and
   (ii) chairing board meetings and ensuring that board meetings are effective in that:
      1. the right matters are considered during the meeting (for example, strategic and critical issues);
      2. matters are considered carefully and thoroughly;
      3. all directors are given the opportunity to effectively contribute;
      4. meetings are conducted in a professional manner and in line with Home in Place's Code of Conduct;
      5. the board comes to clear decisions and resolutions are noted; and
      6. ensuring that the decisions of the board are implemented properly.

(b) Outside the boardroom, the role of a board chair can be summarised as:

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(i) in conjunction with the *Group CEO* (or *Subsidiary CEO* where applicable) and Group Company Secretary, undertaking appropriate public relations activities, including communicating with *Member*s;
(ii) chairing the annual general meeting of the *Group Company*;
(iii) being the major point of contact between the board and the *Parent Board Chair* and the *Group CEO* (and *Subsidiary CEO* where applicable) and establishing and maintaining an effective working relationship with the *Parent Board Chair*, *Group CEO* and *Subsidiary CEO* (where applicable);
(iv) supervising the Group Company Secretary;
(v) where necessary, providing feedback to the *NED*s, *Group CEO*, *Subsidiary CEO* (where applicable) and Group Company Secretary from time to time;
(vi) discharging approval authority as delegated by the *Parent Board*; and
(vii) administrating the process for handling complaints against any director other than the board chair, in which case such process will be handled by the deputy chair.

Role of a Deputy Chair

7.5 Where elected and applicable, a deputy board chair is a *NED* elected by a board at its first meeting following the annual general meeting or as the *Group Company* board otherwise determines.

7.6 A deputy board chair supports the board chair and acts as chair under the relevant *Group Company* constitution when the board chair is unavailable or unable.

7.7 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.

7.8 The role of a deputy board chair is to:

(a) be equipped, in the absence of the board chair, to assume the roles and responsibilities of the board chair;
(b) support the board chair in the leadership of the board;
(c) standing in as board chair if a conflict of interest arises with the board chair themselves;
(d) undertaking representational activities on behalf of the *Home in Place Group* when authorised by the board chair or the board; and
(e) being a point of contact for *NED*s, particularly for performance or other issues involving the board chair.

8. Individual Directors

Directors' general roles

8.1 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.

8.2 Unless the constitution of a *Subsidiary* does not allow, 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

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interests' of the *Parent Company* are paramount to the interests of other companies of the *Home in Place Group*.

Director's duties

8.3 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.

8.4 Each director must act honestly, in good faith and to the best of his or her ability in the interests of the *Parent Company* and must comply with the requirements of relevant regulations (covering director's duties) in the jurisdiction applicable to the director.

8.5 Under the *Corporations Act*, some of the duties of directors in respect of each *Group 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

8.6 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*.

8.7 Directors must review, sign and conform to the Code of Conduct Policy upon their appointment and must comply with the Code of Conduct Policy, as amended from time to time.

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Time commitment

8.8 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, stage of growth or expansion or significant change.

8.9 An estimate of a director's annual minimum time commitment for the *Home in Place Group* 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 *Parent Board Committee* meetings	2 days per month
Subsidiary Board meetings	1 day per month
Business and strategic planning workshops and activities	2 days annually
Education and training	1 day annually
Annual General Meeting	1 day annually

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

Outside directorships

8.11 In order that directors can fulfil their duties as directors, it is expected that each director will continually assess the number of boards, and any *Home in Place Committee*s of those boards, on which they serve, to ensure that each organisation can be given the time and attention required.

8.12 It is expected that each director will inform the relevant board chair(s) prior to accepting an invitation to become a director of any organisation other than within the *Home in Place Group*. The chair, acting reasonably, will consider whether the proposed directorship will interfere with the ability of the director to fulfil their duties as a director of a *Group Company*. The relevant board will determine whether there is any conflict of interest as per its policies.

8.13 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 Limited.

Access to independent professional advice

8.14 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.

8.15 All *NED*s of the *Parent Company* have the individual authority to commit the *Parent Company* to up to $2,500 per annum in professional advice without seeking any prior approval.

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8.16 It is expected that before seeking professional advice, a *NED* of the *Parent Company* 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.

8.17 If the cost of professional advice is likely to exceed $2,500, 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.

8.18 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

8.19 The *Parent Company* arranges for the benefit of each director and officer 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 the *Home in Place Group*'s insurance brokers.

8.20 The *Parent Company* maintains the D&O insurance for each director and officer of the *Home in Place Group*, to commence on the date they are appointed and to continue for a further seven (7) years from the date at which they cease to be a director and/or officer.

9. Role of Group Company Secretary

9.1 The *Parent Board* approves the appointment and dismissal of the Group Company Secretary in relation to the Group Company Secretary's employment within the *Home in Place Group* and appointment as company secretary to all boards in the *Home in Place Group*.

9.2 The Group 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.

9.3 The Group Company Secretary is accountable to each *Group Company* board, through the relevant board chair, on all governance matters and reports to the relevant chair as the representative of the relevant board.

9.4 All director or *Home in Place Committee Member* appointments, resignations and removals for the *Home in Place Group* are managed through the Group Company Secretary.

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

9.6 Each *NED* and *Member* of the *Parent Board*, *Subsidiary Board* and *Parent Board Committee* has the right to seek information from the Group Company Secretary to assist them to fulfill their responsibilities in connection with the business of the *Home in Place Group*.

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10. Role of Management

Role of management

10.1 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 the *Home in Place Group* to management to ensure the efficient and effective functioning of *Group Companies*.

10.2 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

10.3 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 the *Home in Place Group*.

10.4 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*.

10.5 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*.

10.6 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.

Subsidiary CEO

10.7 With the *Parent Board*'s approval, a *Subsidiary Board* may appoint an executive to the role of CEO who will then be the most senior executive of that *Subsidiary*.

10.8 The *Subsidiary CEO* will work with the *Subsidiary Board* to develop and subsequently implement the strategies approved by the *Subsidiary Board*, in alignment with the Group Strategy. The *Subsidiary CEO* is responsible for the overall management and performance of the *Subsidiary* and reports directly to the *Subsidiary Board* through the board chair.

10.9 The *Subsidiary CEO*'s performance is assessed annually by the relevant *Subsidiary Board*.

11. Board Procedures

Meeting procedures

11.1 A board may, from time to time, establish meeting procedures (either formally or informally) for the effective conduct of the board's business (through its meetings or otherwise via out-of-session decisions) to support effective decision-making open, robust and candid deliberations.

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Emergency decision-making – circulating resolutions

11.2 Any urgent, minor administrative or other matter which in the reasonable opinion of the relevant board chair cannot wait until the next board meeting can be dealt with by circulating resolution as per the relevant *Group Company* constitution.

Conduct of meetings

11.3 The relevant board chair determines the degree of formality required at each 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 Parent Board Committee papers

11.4 It is expected that all directors and *Committee Members* will attend meetings of the *Home in Place Group* having thoroughly read all board and committee papers before the relevant meeting.

11.5 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 relevant board or *Committee Chair*). The relevant chair will then decide on the most appropriate means of addressing those questions, including passing those questions onto the *Group CEO* (or *Subsidiary CEO* where applicable) for a response from management.

11.6 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 board – the level of detail required to sufficiently answer the question cannot be provided without advance notice or time.

In-camera sessions

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

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

11.9 **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).

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	Board with Chief Executive	Board Alone
Rationale	• To maintain confidentiality required by law and further the organisation'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 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, behaviour, 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

12. Board Development and Evaluation

Board evaluation

12.1 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 *Parent Board Committee*s and boards within the *Home in Place Group*, as well as the performance of each director - including the *Parent Board Chair*.

12.2 Unless the *Parent Board* resolves otherwise, generally the evaluation set out in clause 12.1 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 via the chair of each board and *Parent Board Committee* by verbal assessment/discussion at a board or *Parent Board Committee* meeting; and verbal (and confidential) review of each director by the *Parent Board Chair*; and

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

12.3 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

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

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13. Supporting Documents

13.1 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, Delegation of Authority Policy, Privacy and Confidentiality Policy, and Risk Management Policy;
(c) Position Descriptions – Non-Executive Director, Parent Board Chair, Parent Board Deputy Chair, Group Company Secretary and the Group CEO; and
(d) Standing Orders, including the *Terms of Reference* of each *Home in Place Committee*.

14. 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-profits Commission
Advisory Group	means an advisory group or advisory body established under the relevant *Group Company* constitution
ARC	means the Audit and Risk Committee, created by the *Parent Board* under its constitution
ARC Chair	means the *NED* appointed as the *Committee Chair* of the *ARC*
Committee Chair	Means the chair of a *Home in Place Committee* appointed by the *Establishing Company Board*
Committee Member	Means a member of a *Home in Place Committee*
Corporations Act	means the *Corporations Act 2001* (Cth)
Employee	means a person engaged under an employment agreement or award by any company within the *Home in Place Group*
Establishing Company Board	means the board of a *Group Company* that requests the *Parent Board* to approve the establishment of a *Home in Place Committee*, *Subsidiary* or JV under its constitution
Group Company	Means a company in the *Home in Place Group*
GPC	means the Governance and People Committee, created by the *Parent Board* under the constitution
GPC Chair	means the *NED* appointed as the *Committee 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 *Parent Company* constitution
Group Charter	means this document as amended from time to time
Home in Place Committee	means *Parent Board Committees* and *Subsidiary Board Committees*
Home in Place Group	means the corporate structure that includes the *Parent Company*, *Subsidiaries*, *Home in Place Committees* and *Advisory Groups* as created from time to time
Home in Place Group Charter	means this document as amended from time to time
Member	means a member of a *Group Company* as defined under the constitution of the relevant *Group Company*
NED	means a of a non-executive director of a *Group Company* as defined in the

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Term	Definition
	constitution of the relevant *Group Company*
Parent Board	means the Board of the *Parent Company*
Parent Board Chair	means the *NED* elected as the chair of the *Parent Board* in accordance with the constitution of the *Parent Company*
Parent Board Committee	means a committee established under the constitution of the *Parent Company*
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 Limited ACN 679 000 401
Subsidiary	means a company which is controlled directly or indirectly by the *Parent Company*
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 CEO	means, where applicable, the Chief Executive Officer of a *Subsidiary*
Subsidiary Board Committee	means a committee of a *Subsidiary Board* which has been approved to be created by the *Parent Board*
Terms of Reference (or ToR)	means the Terms of Reference for a *Home in Place Committee*

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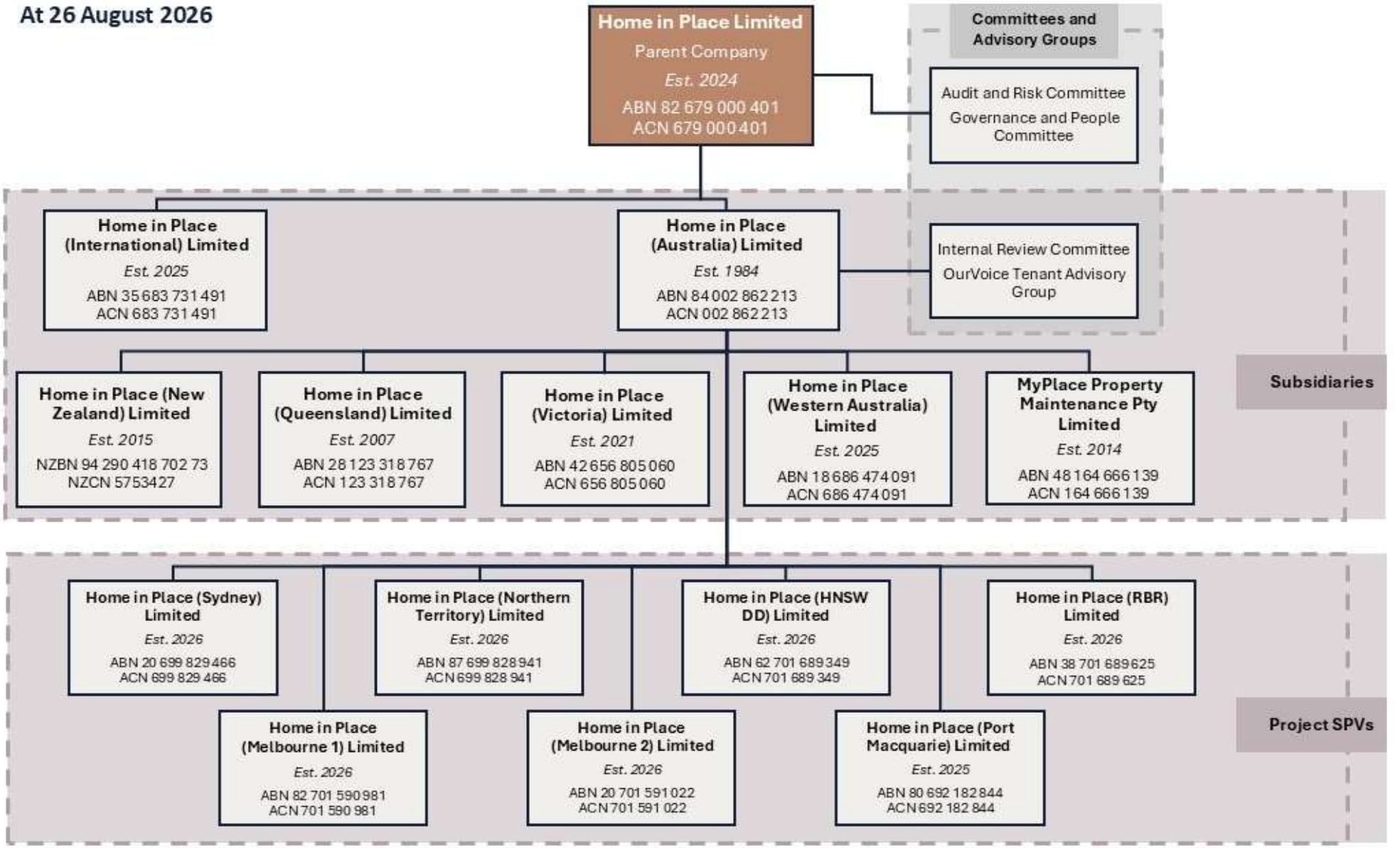
Annexure 1: Home in Place Group Structure

Home in Place Group Structure

At 26 August 2026



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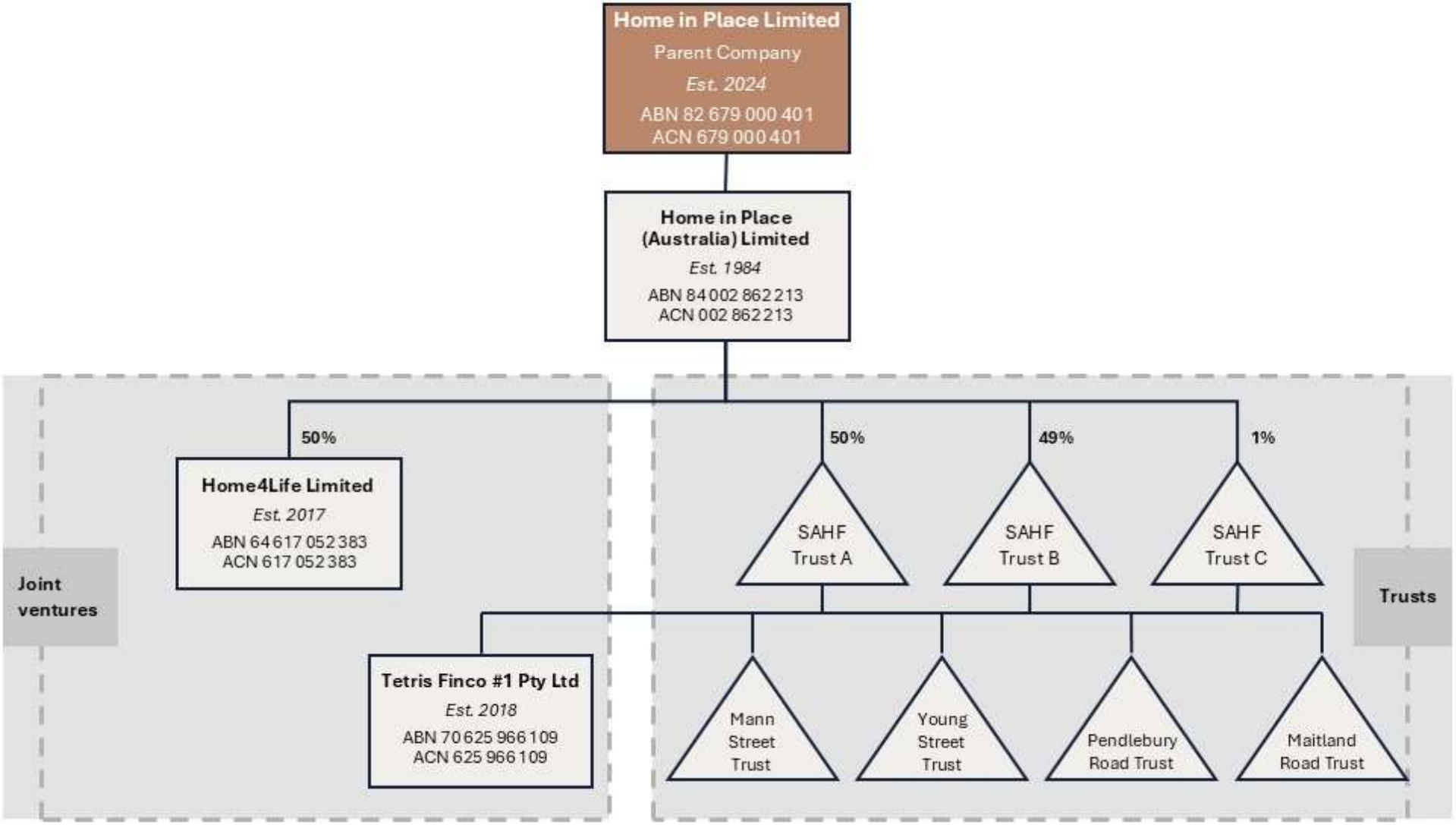
Home in Place Group Structure

At 26 August 2026



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