



BOARD CHARTER

Overview

The Kindilan Society Board of Directors recognises that they are ultimately responsible for the operation and administration of the Kindilan Society T/As 'focus' Individualised Support Services and for the delegation of authorities to the Chief Executive Officer and to the Senior Management team. Their performance and actions are monitored regularly by the Board. The Board is cognisant of its obligations and accountability to the members as well as other regulatory and ethical expectations.

The Board accepts the responsibility for the overall performance of Kindilan Society and for ensuring that the company acts in the best interest of all parties. The Board has a commitment to a high level of ethical standards and corporate governance.

1. Purpose of the Charter

- This Board Charter sets out the role, composition and responsibilities of the Board of Directors of Kindilan Society.
- The conduct of the Board is also governed by the company's constitution.

2. Matters Reserved for the Board

- a) Responsibility for implementing the strategic direction and management of the organisation's day to day operations is delegated to the Chief Executive Officer, who is accountable to the Board.
- b) The Board guides and monitors the business and affairs of the organisation on behalf of the members, by whom they are elected. In carrying out its responsibilities, the Board undertakes to serve the interests of the members, employees and the broader community honestly, fairly, diligently and in accordance with applicable laws.
- c) The following matters are specifically reserved for the Board; they constitute the key responsibilities of the Board:-
 - oversight of Kindilan Society including its control and accountability systems;
 - the development, adoption and approval of relevant strategic plans, long term business strategies and to provide strategic direction to management;
 - approval and monitoring of annual budgets;

- input into and the final approval of corporate strategy and performance objectives;
- reviewing and ratifying systems of risk management and internal compliance control;
- ensuring adherence to codes of conduct and legal compliance;
- establish and maintain corporate governance standards;
- monitoring senior management's performance and implementation of strategy;
- ensure that appropriate and adequate resources are available to senior managers;
- approving and monitoring the progress of capital expenditure, capital management and acquisition and divestitures;
- monitor whether the Board is appropriately skilled to meet the changing needs of the organisation;
- appoint, remove and review the performance of the Chief Executive Officer;
- planning for Board and executive succession; and
- appointment of External Auditors.

3. Structure of the Board and Composition

- a) The size of the Board is subject to the provision of the Constitution of Kindilan Society, which currently provides for a minimum of four (4) and a maximum of eight (8) Directors. Currently the number of Directors is eight.
- b) At least two members of the Board, at the time of their election, have the qualifications of being a parent, guardian or sibling of a person receiving services from the Company, and at least two members of the Board shall, at such time, not have this qualification.
- c) The Directors should ensure that the Board is structured is in such a way that it:-
 - Has a proper understanding of and competence to deal with current and emerging issues of the business;
 - Can effectively review and challenge the performance of management and exercise independent judgement.
- d) The Board acknowledges that ultimately the Directors are elected by the members however they have an important role to play in the selection of candidates for selection by the members.

- e) The Directors will appoint as Chairman one of the Directors
- f) At the Annual General Meeting, Directors retire by rotation and must seek re-election at least once every three years in accordance with the constitution.
- g) All new members of the Board are to be provided with a formal letter of appointment setting out the key terms and conditions of their appointment.

4. Independence

The Board should be independent Directors as defined in the definition of independence given by Corporate Governance Principles 2.1.

The Board will regularly assess the independence of each Director in the light of the interests regularly disclosed by them. Directors are encouraged to disclose any potential interest they may have, which may be considered giving rise to conflict and should discuss the matter with the Chairman. Every Director of the Board is entitled to seek independent professional advice at Kindilan Society's expense with the prior approval of the Chairman.

5. The Role of the Chairman

The Chairman is responsible for the leadership of the Board, for the efficient organisation and conduct of the Board's functions and for the briefing of all Directors in relation to issues arising at Board Meetings.

The Chairman's duty includes:-

- promoting constructive and respective relationships between Directors and between the Board and Management;
- facilitating the effective contribution of all Directors at meetings;
- ensuring that the Directors receive accurate, timely and clear information in a form and of a quality appropriate to enable it to discharge their duties. All Directors are entitled to request additional information where they consider such information necessary to make informed decisions; and
- acting as the primary counsellor for the Chief Executive Officer.

6. The Chief Executive Officer

The Chief Executive Officer is responsible for:-

- the development (in conjunction with the Board) and implementation of short, medium and long-term Strategic Goals of the organisation, preparing reports with senior management and reporting to the Board on current and future initiatives;
- managing the senior staff responsible for all functions contributing to the success of the organisation

- ensuring the organisation has the appropriate risk management practices and policies in place
- the efficient and effective operation of the organisation
- bringing material and other relevant matters to the attention of the Board in an accurate and timely manner; and
- overseeing communication with the members.

The roles of Chairman and Chief Executive Officer are strictly separated.

7. Code of Conduct

A Director must act honestly, in good faith and in the best interest of the organisation

A Director has to use due care and diligence in fulfilling the functions of office and exercising the powers attached to that office

A Director must use the powers of office for a proper purpose, in the best interest of the organisation

A Director must recognise that the primary responsibility is to the members but should, where appropriate, have regard for the interests of all stakeholders of the organisation.

A Director must always act for proper purposes and must not take improper advantage of the position or use information gained as a Director for personal gain.

A Director must not allow personal interests, or the interests of any associated person, to conflict with the interests of the organisation.

A Director has an obligation to be independent in judgement and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board of Directors

Confidential information received by a director in the course of the exercise of their duties as a Director of the organisation remains the property of the organisation and it is improper to disclose it, or allow it to be disclosed, unless the disclosure has been authorised by the organisation, or the person from whom the information is provided, or is required by law.

A Director should not engage in conduct likely to bring discredit upon the organisation.

A Director has an obligation, at all times, to comply with the spirit, as well as the letter, of the law and with the principles of the Code of Conduct.

8. Board Meetings

The Board should meet sufficiently regularly to discharge its duties effectively. The Board meets at least 6 times per annum and such other times as deemed appropriate for consideration of any issues that may become urgent or require attention between meetings.

These meetings can be held by technological means.

The External Auditor shall meet with the Board, annually as part of the annual financial accounts discussions.

9. Reporting

Proceedings of all meetings are minuted and signed by the Chairman or the Chairman of the Meeting.

Minutes of all Board Meetings are circulated to Directors and approved by the Board at the subsequent meetings

10. Board Performance

At least once every twelve months there must be a performance evaluation of the Board and individual Director's contribution to the Board. The manner in which the performance evaluation is assessed is determined by the Chairman

11. Review of the Charter

The Board is responsible for reviewing this Charter bi-annually to ensure its continued compliance with legal requirements and corporate governance requirements and to ensure it remains consistent with the Board's objectives.

Any amendment to this Charter can only be approved by the Board.

December 2013.