

# Service One Mutual Limited

## BOARD – GOVERNANCE POLICY

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<b><i>Reviewer:</i></b>	<b><i>Board</i></b>

## TABLE OF AMENDMENTS

VERSION	RELEASE DATE	DESCRIPTION/HISTORY	APPROVED BY
1.0	25 March 2010	New Policy	Board
2.0	27 October 2010	Securitisation Review	Board
3.0	26 April 2012	Annual Review	Board
4.0	30 May 2013	Annual review	Board
5.0	26 June 2014	Annual Review	Board
6.0	14 September 2015	CEO minor amendments	CEO
6.1	19 October 2015	CEO amendments due to Constitutional amendments	CEO
7.0	14 December 2016	Annual review	Board
8.0	12 December 2017	Annual Review	Board
9.0	6 March 2018	Minor Amendments to Policy approvals	Board
10.0	28 February 2019	Annual Review	Board
11.0	30 June 2020	Annual Review	Board

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# 1 INTRODUCTION

SERVICE ONE believes that to maintain the position as a leading social enterprise within the ACT and surrounding districts, it must commit to the highest level of corporate governance. To SERVICE ONE, this means fostering a culture that values and rewards the highest ethical standards, personal and corporate integrity, and respect for others.

SERVICE ONE's approach to governance is to fulfil the prudential, legislative and ethical obligations to the highest standard while operating a mutual company that aims to provide its Members with the best financial products and services they can find anywhere and to support the communities within which our Members live and work through the encouragement of sustainable social enterprises.

## 1.1 Document Purpose

The purpose of this document is to establish a framework of corporate governance within which the Board of SERVICE ONE will operate.

## 1.2 Objective

The objectives of this document are to:

- ) Document the formal Charter of the Board which sets out its roles and responsibilities in order to ensure that the conduct and performance of the Board can be measured and monitored;
- ) Ensure there is clarity around the division of responsibilities between the Board and management functions and the Board's role in overseeing management is clearly stated;
- ) Ensure that through the implementation of appropriate succession planning the Board has, and continues to have, the necessary skills, capabilities and experience to discharge its responsibilities; and
- ) Ensure that appropriate arrangements are in place to address any intended, or unintended, vacancy in the position of Chair of the Board.

## 1.3 Regulatory Requirements

This Policy is consistent with the principles of:

- ) The *Corporations Act* 2001; and
- ) The ASX Principles of Good Corporate Governance and Best Practice Recommendations.

## 1.4 Approval

The Board approved this Policy on 30 June 2020.

## 1.5 Effective Date

The effective date of this Policy is 30 June 2020.

## 1.6 Review

The Board reviews and amends this Policy, both annually and as required.

## 2 BOARD CHARTER

### 2.1 Members' Rights and Responsibilities

The Members are the owners of SERVICE ONE and in that capacity elect the members of the Board. The Board has the Constitutional authority to appoint one additional director to the Board. In addition to the election of Directors, Members retain the right to vote on other important matters including changes to the Constitution, the remuneration of the Board as a whole, and whether any Board vacancy resolution passed by the Board is to have effect.

To vote in an informed manner the Board recognises that Members must receive high-quality, relevant and useful information in a timely manner. To facilitate the effective dissemination of information SERVICE ONE has developed a corporate governance site on its internet site. This can be accessed at [www.serviceonemutual.com.au](http://www.serviceonemutual.com.au)

Members are encouraged to attend Annual General Meetings and to use that opportunity to ask questions of the Board and management. The external auditor also attends the Annual General Meeting and is available to answer any questions.

The Board's aim is to maximise the level of service that SERVICE ONE delivers to Members in a financially prudent manner. Our values and beliefs are to:

- ) Be respectful and courteous;
- ) Be tolerant and supportive;
- ) Be honest and open;
- ) Be dependable and accountable; and
- ) Be prudent and ethical.

### 2.2 The Role of the Board

The Board is responsible for the overall strategic and operational management of SERVICE ONE. The Board, in discharging these responsibilities, delegates some of the operational responsibilities to the CEO as outlined in the Board – Management Policy.

The members of the Board of SERVICE ONE commit to the following key responsibilities:

- ) To act in the best interest of SERVICE ONE as a whole;
- ) To observe their duties as Directors in terms of corporations law, general law, SERVICE ONE's constitution and other relevant legislation;
- ) Oversee and monitor the management of SERVICE ONE; and
- ) To enhance member value.

In order to meet these responsibilities, the key functions of the Board include:

- ) Establishing, making appointments and delegating functions to Board sub committees;
- ) Appointing, delegating to, monitoring, supporting, evaluating and rewarding the CEO and having in place a succession plan;
- ) The achievement of a diverse and effective Board, with appropriate skills, operating standards and procedures for the Board and its committees;
- ) Reviewing, determining and monitoring SERVICE ONE's strategic direction and objectives;
- ) Reviewing, approving and monitoring the strategic plan including financial and non financial performance measures;
- ) Ensuring that the principal business risks have been identified and the implementation and monitoring by management of a framework to manage those risks;
- ) Reviewing, approving and monitoring policy, within a policy and compliance framework;

- J Ensuring a process is in place for the maintenance of the integrity of internal controls, and financial and management information systems;
- J Ensuring SERVICE ONE acts legally and responsibly on all matters;
- J Ensuring that appropriate ethical standards are maintained;
- J Reviewing, determining and monitoring the skills and performance of:
  - o the Board as a whole;
  - o Directors as individuals; and
  - o Board sub committees.
- J Reporting to the Members on the Board's stewardship as required.

## 2.3 Responsibilities of Directors

A majority of Directors must be independent Directors. "Independence" will be determined having regard to the criteria specified in Section 2.5 of this document.

A majority of individual Directors must be ordinarily resident in Australia.

A person is classified as a Director whether they are appointed to, or simply acts in that position.

Each Director must:

- a) Act honestly, and in good faith, in the interests of SERVICE ONE as a whole. This means considering the interests of the general body of Members, rather than allowing sectional, individual, or personal interests to prevail.
- b) Avoid conflicts between their duties to SERVICE ONE and other personal interests and not participate in the Board's deliberations or decisions on any matter in which he/she has a conflict of interest unless the Board permits.
- c) Disclose actual and potential conflicts of interest to the Board. Such a conflict might arise where the Director;
  - J has an interest in a contract with SERVICE ONE;
  - J is a member of another entity which contracts with SERVICE ONE;
  - J holds an office or has an interest in property which might give rise to conflict.
- d) Not make improper use of his/her position or use information acquired by virtue of that position in order to gain personal advantage or to cause detriment to SERVICE ONE.
- e) Exercise a proper degree of care and diligence in exercising their powers and functions. Amongst other things, this means:
  - J regularly attending Board meetings;
  - J keeping informed about the business of SERVICE ONE and the marketplace in which it operates;
  - J taking steps to be in a position to guide and monitor the management of SERVICE ONE;
  - J realising that the delegation of functions does not mean abdication of responsibility for monitoring organisational performance.
- f) Bring an independent view to the Board. But, once a matter has been considered and a decision reached all directors will accept and support that decision and its implementation.
- g) When expressing dissent to a Board decision restrict that dissent to the Board table.
- h) Conduct all and any Board business at the Board meetings only.
- i) Keep all Board deliberations confidential.
- j) Comply with all Board policies and codes.
- k) Commit to the collective decision making processes of the Board.
- l) Understand the duties of a Director, particularly in the context of SERVICE ONE's status as a public company.
- m) Agree to abide by the Board's Governance arrangements as set out in relevant Board Policies.

Under Australian law, Directors have a right of access to financial records and they may make copies of books (other than financial records) for the purposes of specific legal proceedings. This latter right continues for 7 years after a person ceases to be a director.

## 2.4 Board Composition and Responsibilities

### 2.4.1 Chairperson of Board

The roles and responsibilities of the Chairperson are to:

- J Ensure the Board provides leadership and vision to the management of SERVICE ONE;
- J Establish the Board agenda in consultation with the CEO;
- J Preside over Board meetings and direct Board decisions;
- J Ensure Board minutes correctly reflect Board decisions;
- J Direct and oversee the annual review process of Directors, and committees;
- J Guide the ongoing effectiveness and development of the Board and individual Directors;
- J Enhance relations with members, staff and the community;
- J Keep up-to-date with all issues affecting the financial, statutory and compliance responsibilities of Directors;
- J Demonstrate the appropriate personal and interpersonal skills that contribute to Board success;
- J Show a high level of commitment, demonstrating mutual philosophies and values;
- J Making certain that the Board has the necessary information to undertake effective decision making and action; and
- J Guide the ongoing effectiveness and development of the Board and individual Directors.

The Chairperson of SERVICE ONE will satisfy the following requirements:

- J The Chairperson must be an independent Director. "Independence" will be determined having regard to the criteria specified in Section 2.5 of this document;
- J Not serve as a Director of SERVICE ONE for a period greater than 16 years;
- J Not have been the CEO of SERVICE ONE at anytime during the previous three years.

If the position of the CEO is unexpectedly vacated, the Chairperson may serve as an interim CEO for a period of 90 days.

## 2.5 Director Independence

In assessing independence, the following matters will be considered. A Director will be regarded as independent if that Director:

- J Is a non-executive Director (i.e. is not a member of senior management);
- J Has within the last three years not been employed in an executive capacity by SERVICE ONE or another group member, or been a Director after ceasing to hold any such employment;
- J Has within the last three years not been a principal of a material professional adviser or a material consultant to SERVICE ONE or another group member, or an employee materially associated with the service provided;
- J Has not been a material supplier or customer of SERVICE ONE or other group member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer;
- J Has no material contractual relationship with SERVICE ONE or another group member other than as a Director of SERVICE ONE;
- J Has not served on the Board for a period which could, or could reasonably be perceived to, interfere materially with the Director's ability to act in the best interests of SERVICE ONE; and

- ) Has been free from any interest and any other business relationship which could, or could reasonably be perceived to, interfere materially with the Director's ability to act in the best interests of SERVICE ONE.

The Board may decide that it considers a Director to be independent, notwithstanding the existence of relationships listed above. If the Board does so decide, it will state its reasons in the annual report for making such a decision.

## 2.6 Persons Not Eligible to be SERVICE ONE Director

In addition to the restrictions in SERVICE ONE'S Constitution, the Corporations Law and the Board's Fit and Proper Policy, the Board will ensure that the following categories of person are not appointed as Directors of SERVICE ONE:

- ) A person, who was a member of an audit firm or a director of an audit company, and who served in a professional capacity in the audit of SERVICE ONE in relation to the *Corporations Act 2001* until at least two years have passed since they served in that professional capacity;
- ) A person, who was an employee of an audit company, other than a director of that company, and who acted as the lead auditor or review auditor in the audit of SERVICE ONE in relation to the *Corporations Act 2001* until at least two years have passed since they acted as the lead auditor or review auditor; and
- ) A person who was, or is, a director of the audit company or a member of the audit firm that was, or is, responsible for the audit SERVICE ONE in relation to the *Corporations Act 2001*; and there is already another person employed as a Director of SERVICE ONE who was a director of the audit company or a member of the audit firm, at a time when the audit company or audit firm undertook an audit of SERVICE ONE at any time during the previous two years.

## 2.7 Director Tenure and Renewal

### 2.7.1 Tenure

SERVICE ONE'S Constitution provides that a third of the Board retires each year. Those longest serving Directors, serving the longest current terms, retire first. A retiring Director can renominate for election subject to the limits on terms stipulated in the Constitution and if recommended for election by the Director Nominations Committee.

The Chair of the Board can not serve as a Director of SERVICE ONE for a period greater than 16 years.

A Director can not serve for a period greater than 15 years subject to the provisions of section 2.7.3 of this Policy and the Constitution.

### 2.7.2 Chair Succession

The Board, in accordance with the terms of SERVICE ONE'S Constitution, is responsible for the election of a Chair of the Board. That election takes place at the Board's first meeting following the Annual General Meeting.

While it is ultimately a matter for the Directors, the Chair of the Board will normally:

- ) Have experience as a Director of SERVICE ONE;
- ) Be experienced in chairing meetings; and
- ) Where possible, have had the opportunity to have Chaired one, or more, of the Board's Committees.

As the Chair of the Board can not serve as a Director for a period greater than 16 years the Board has determined that;

- ) Once the Chair has served 15 years as a Director the Board will identify a suitable replacement for the Chair; and
- ) The retiring Chair will work with the Board to identify a suitable successor.



The Chair is expected to give the Board at least twelve month's notice of any intention to retire or resign from the Board. Upon receipt of such notice the Board will identify a suitable replacement so that an orderly transition can take place.

In cases of unforeseen, extended incapacity of the Chair, the Chair of either the Audit, Finance and Risk Committee or the Strategic Investment and Transformation Committee will assume the role until the next Board meeting, when the Board shall appoint a replacement.

### 2.7.3 Board Succession and Renewal

The Board will ensure that renewal of Directors is achieved by requiring:

- J A Director who has served fifteen (15) years as a Director is to retire from the Board subject only to a prior unanimous decision of the Board to waive, for a specific Director, the application of Rule 13.7(d) (i), (ii) of the Constitution. Such resolution of the Board is to be made in the absence of the Director concerned.
- J The Board will identify suitable replacement candidates for Directors who must retire.

In determining Board succession, the Board will:

- J Consider the skill, knowledge and experience necessary to allow it to meet the strategic vision for SERVICE ONE;
- J Assess the skills, knowledge and experience not adequately represented and agree the processes necessary to ensure a candidate is put forward to the members, who will bring those traits to the Board; and
- J Engage in a robust analysis of how Board performance might be enhanced both at an individual level and for the Board as a whole.

In the case of a Director due to stand for re-election at an Annual General Meeting, the Board shall determine whether it should support another candidate in place of the incumbent Director.

If a casual vacancy position arises, or where it is considered that the Board would benefit from the services of a new Director with particular skills, the Board will determine the selection criteria for the position. The skills, experience and knowledge competencies for Directors is contained in the Board's Fit and Proper Policy.

Potential candidates are identified by the Board. The Board will then appoint the most suitable candidate. Appointments to fill casual vacancies are subject to approval by Members at the next Annual General Meeting.

Irrespective of the Board's determination, individual Directors and staff will not canvas support or encourage the nomination for any sitting Director or potential candidate without the formal approval of the Board.

## 2.8 Board Review Process

The Board believes that progressive organisations appreciate the challenge of operating in today's business environment and particularly the requirement for transparency in determining and assessing the performance of Directors and the Chief Executive Officer (CEO).

The adoption of contemporary performance measures for Directors and the CEO is considered an important part of this process. In particular, the Board considers it inappropriate for a Director to stand for re-election unless a performance appraisal has been undertaken beforehand. The performance appraisal will be undertaken, prior to the nomination process. Each Director will receive his or her own report and that of the Board, Chair and CEO. The Chair will receive all reports including the Directors own individual assessment.

The process is a formal one and ultimately culminates with the Board. When a Director's performance is not considered satisfactory, the Director Nominations Committee will not endorse the Director who has decided to run for re-election.

In addition to assessing the performance of Directors, the Director Nominations Committee will also review the skill, knowledge, experience and diversity represented on the Board and takes the finding of that review into account when considering nominations for the composition of the Board. This will be done in line with a robust skills audit.

## 2.9 Compliance and Consequences

At the Board's first meeting following the Annual General Meeting each director will sign as accepting this Governance Policy.

Any director who believes he/she does not comply with any aspect of this Policy, or other Board Policies, will advise the Chair (and in the case of the Chair, the Chair of the Audit, Finance and Risk Committee) of the extent of the non-compliance.

Upon such notification, a Committee comprising the Chair, the Chair of one of the Board's Standing Committees and one other Director shall meet to recommend the consequences of the non-compliance to the Board.

The Board will establish a process to determine appropriate reporting to ensure continued compliance with this Policy.

## 2.10 Remuneration

In accordance with SERVICE ONE's Constitution, the shareholders at the Annual General Meeting determine the aggregate remuneration (as a fixed amount) to be paid to all Directors of SERVICE ONE. The specific arrangements for the payment of remuneration are contained in the Board – Management Policy.

## 2.11 Indemnity and Directors and Officers' Insurance

Clause 17.3 of the Constitution makes provision for SERVICE ONE to indemnify each person who is or has been a director against any liability which is incurred in conducting SERVICE ONE's business or exercising the powers of SERVICE ONE as an officer or agent of SERVICE ONE.

The Constitution also provides that the Directors may authorise SERVICE ONE to enter into an insurance policy for the benefit of such indemnified persons.

## 2.12 Board – Policy Structure and Responsibilities

To fulfil, in part, its regulatory obligations the Board has developed a detailed set of Board and management policies. The Board retains responsibility for the approval of all policies that are indicated to be the responsibility of the Board on the attached Schedule A. However, the Board has generally delegated to the relevant nominated Committee the capacity to approve non-substantive changes in policies, subject only to the Board having a final right of review at its next Board meeting subsequent to the change.

Other Policies are the responsibility of the nominated Committee or Management Committee. Responsibility for the review and provision of the recommendation to the Board of changes will rest with the relevantly identified Committee.

Each Policy will be reviewed in accordance with review frequency contained in the Schedule A.

## 2.13 Policy Review and Development Framework

SERVICE ONE is subject to a number of legislative regimes in respect of its status as a public company, status as a Mutual financial institution, or its trading general activities. These include the following main Acts, Regulations or Codes:

**Corporations and Credit Legislation**

- ) *Australian Securities and Investment Commission Act 2001*
- ) *Corporations Act 2001*
- ) *Business Names Registration Act 2011*
- ) *National Consumer Credit Protection Act 2009*, including the National Credit Code.

**Anti-Money Laundering and Counter-Terrorism Financing**

- ) *Anti-Money Laundering and Counter-Terrorism Financing Act 2006*;
- ) *Anti-Money Laundering and Counter-Terrorism Financing Rules*;
- ) *Financial Transactions Reports Act 1988*

**Business Related laws**

- ) *Work Health and Safety Act 2011 (ACT)*;
  - o ACT Codes of Practice for:
    - How to Manage Work Health and Safety Risks;
    - Work Health and safety Consultation, Cooperation and Coordination;
    - Managing the Work Environment and Facilities;
    - How to Prevent Falls at Workplaces;
    - Transport and delivery of Cash;
    - Prevention of Bullying;
    - First Aid in the Workplace; and
    - Managing Electrical Risks in the Workplace.
- ) *Work Health and Safety Act 2011 (NSW)*;
- ) *Fair Work Act 2009 (Cwlth)*;
- ) *Workers Compensation Act 1951 (ACT)*;
- ) *Long Service Leave Act 1976 (ACT)*;
- ) *Annual Leave Act 1973 (ACT)*;
- ) *Competition and Consumer Act 2010 (Cwlth)*;
- ) *Privacy act 1988 (Cwlth)*;

**Codes of Practice**

- ) ePayments Code of Practice ; and
- ) Banking Code of Practice.

**Legislative and Regulatory Change**

With many pieces of legislation and subordinate law applying to its activities it is essential that SERVICE ONE remains abreast of changes, potential changes and policy developments related to the laws that apply to its activities if it is to ensure that its internal policies and procedures are to be in conformity with its legal obligations.

Therefore, the following processes will be implemented to ensure that future changes to applicable laws are identified and acted upon:

- ) Regular reviews of the following regulatory websites:
  - ASIC – Corporations law – AFSL law – National Credit Law – Business Name Law – [www.asic.gov.au](http://www.asic.gov.au) – under tabs for Companies, Business Names, Financial Advice and Services, credit, and Financial reports and Audit
  - Austrac – Anti-money laundering - [www.austrac.gov.au](http://www.austrac.gov.au)
  - ACCC – competition and consumer law – [www.accc.gov.au](http://www.accc.gov.au)
  - Office of Regulatory Services – ACT – [www.ors.act.gov.au](http://www.ors.act.gov.au) – business laws in the ACT, worker compensation, long service leave, Work Health and Safety laws
  - Australian Information Commissioner – [www.oaic.gov.au](http://www.oaic.gov.au) – Privacy laws

- AFCA - Australian Financial Complaints Authority  
[www.afca.org.au](http://www.afca.org.au) dispute resolution
- Fair Work Australia – [www.fwa.gov.au](http://www.fwa.gov.au) – National employment laws
- Banking Code of Practice – [www.bankers.asn.au/industry-standards/ABAs-code-of-banking-practice](http://www.bankers.asn.au/industry-standards/ABAs-code-of-banking-practice) – banking code

Depending upon the jurisdiction of the legislation that is impacted by change the following sources can be used to obtain copies of the draft legislation or amending Act:

- )] Commlaw – [www.comlaw.gov.au](http://www.comlaw.gov.au) – Commonwealth Government legislation and regulations
- )] Act legislation register – [www.legislation.act.gov.au](http://www.legislation.act.gov.au) – ACT legislation, bill and subordinate laws
- )] Austlii – [www.austlii.edu.au](http://www.austlii.edu.au) – all Commonwealth and State and Territory Legislation and court and tribunal decisions
- )] Australian government site – [www.australia.gov.au](http://www.australia.gov.au) – and then go to Directories – Department and Agencies – Commonwealth Parliament – Parliament of Australia – and search either the House of Representatives or the Senate for a Bill’s home page that is before the Parliament. This will include copies of the Explanatory memorandum for a Bill which might be of assistance in understanding the underlying policy rationale for a change.

Once aware of a proposed change or changes it is then necessary to ensure that there is an effective and efficient process by which the changes can be assimilated into the policy framework of SERVICE ONE, and that staff become aware of those changes and how they affect their work obligations.

The following process will be followed to ensure that relevant changes are integrated into the policy framework of SERVICE ONE:

- )] The legislation, regulation or code of practice will be reviewed to determine whether there are changes that require SERVICE ONE to amend its policy framework.
- )] Where it is identified that changes are required a paper will be prepared for either the Management, Strategy and Risk Committee (MSR Committee) outlining the nature of the changes and the impact on SERVICE ONE.
- )] Where there are extensive changes to either existing policies or procedures or changes that require the development of new internal procedures the matter may be referred to the Change Advisory Committee to project manage the development of the necessary internal changes to policies, procedures and documentation to ensure compliance with the amended law.
- )] Where the changes are less extensive and there are existing policies that deal with the subject matter it may be appropriate to simply progress changes to the relevant policy or procedure and include information in the explanatory material for the approving Committee, or the Board, to explain the genesis of the proposed changes.

### Regular Policy Review process

The CEO will keep a schedule of Board policies. That schedule will detail:

- )] The name of the policy;
- )] Who is responsible for the policy;
- )] The date of last review of the policy; and
- )] The date of the next scheduled review of the policy.

As part of the review process the 'source' legislation, regulation or code of practice should be reviewed for any changes when the applicable SERVICE ONE policy is being reviewed. This is to ensure that any changes that might have been inadvertently overlooked when they occurred are captured at the earliest possible opportunity

This procedure will also form part of the Schedule of Policies.

The Board's key risk and operational risk policies are to be reviewed by the Board as required, and at least annually.

All other policies are to be reviewed as required, and at least every two years.

At least three months before the scheduled review of a policy the person or committee responsible for the policy is to review the policy and provide recommendations to Committee which is responsible for approving changes to the Policy. The Committee is authorised on behalf of the Board to approval policy changes, subject to the Board reserving a particular Policy or Policies for its own approval. The Committee can also, at its discretion, refer policy changes to the Board for approval where it considers them to be substantial or substantive.

Where a Committee approves policy changes the nature of those changes will be included in the next Board agenda, and the revised Policy (with tracked changes) will be placed on the Intranet for directors to review as required.

Prior to any proposed amendments being recommended to the Board, or a Committee, and where appropriate, discussions will be held with relevant operational staff to determine the operational impact of those changes.

The cover sheet of each policy will contain a "history" detailing the sequence of events involved in the development and review of that policy.

Where practicable, the person or committee responsible for the review will provide a summary of all significant matters that have been reviewed, why those matters have been reviewed and identify the sections in the policy which deals with those matters.

Where applicable, the person or committee responsible for reviewing the policy will ensure that the policy as reviewed contains appendices referring to key prudential requirements (if applicable) and compliance and reporting obligations of persons or committees under the policy.

## 2.14 Editorial Amendments to Policies

The CEO is authorised by the Board to make editorial amendments and other textual amendments to Policies that the CEO considers desirable to address issues of a minor nature to ensure that the Board's policies remain current and effective.

The CEO is also authorised to make other editorial changes by way of format, layout or printing style that will ensure that the Board's policies remain current and effective.

The CEO is not authorised, in exercising the powers contained in this section, to make an amendment to a Policy that would change the effect of the Policy.

An 'editorial amendment' is an amendment that:-corrects a typographical error; or

- ) corrects or updates a reference to a law, position, entity, place or thing; or
- ) goes only to a matter of spelling, punctuation, grammar or syntax or the use of conjunctives and disjunctives; or
- ) changes the name of the policy or a provision of the policy; or
- ) numbers or renumbers a provision of the policy; or
- ) changes the order of definitions or other provisions of the policy; or

- ) changes the way of referring to or expressing a number, year, date, time, amount of money, penalty, quantity, measurement, or other matter, idea or concept; or
- ) replaces a word indicating gender or that could be taken to indicate gender in accordance with current legislative drafting practice; or
- ) a provision that has expired, the operation of which is exhausted or spent or that is otherwise obsolete or redundant.

Where the CEO uses the powers contained in this section he will ensure that an outline of the changes that he has made are placed before the next meeting of the Committee responsible for providing the Board with advice in relation to the proposed review and amendment of the Policy.

**SCHEDULE A**

<b>Policy</b>	<b>Reviewed by</b>	<b>Manager Responsible</b>	<b>Review Frequency (mths)</b>	<b>Adopted by:</b>
<b>WH &amp; S Policy</b>	MSR. Comm	CEO	24	MSR Comm
<b>Dispute Resolution Policy</b>	MSR Comm	SM P&C	24	A,F&R Comm
<b>Published Material Policy</b>	MSR Comm	SM M	24	MSR Comm
<b>Take Over Response Manual</b>	MSR Comm	CEO	12	Board
<b>Management Committee TOF</b>	MSR Comm	CEO	12	MSR Comm
<b>Staff Employment, Training &amp; Redundancy Policy</b>	MSR Comm	SM P&C	12	MSR Comm
<b>Staff - Conduct and Monitoring Policy</b>	MSR Comm	SM P&C	24	MSR Comm
<b>Fit &amp; Proper Policy</b>	Board	CEO	12	Board
<b>Board Governance Policy</b>	Board	CEO	12	Board
<b>Board - Committee Policy</b>	Board/A,F&R/SIT	CEO	12	Board
<b>Capital Investment and Management Policy</b>	A,F&R	CEO	12	Board
<b>Risk Management &amp; Compliance Program and Data &amp; Operational Risk Management Program</b>	A,F & R	SM Ops	12	Board
<b>Market Risk Management Program and Policy</b>	A, F & R	CEO	12	Board
<b>Fraud Control Policy</b>	A, F & R	CEO	12	Board
<b>Outsourcing Policy</b>	A,F & R	CEO	12	Board
<b>Enterprise Bargaining Agreement 2016</b>	MSR Comm	SM P&C	36	Board
<b>Accounting Policy</b>	A,F & R	CEO	12	Board
<b>Business Interruption-Preparation, Response &amp; Recovery Plan</b>	A,F & R	SM Ops	12	Board
<b>Corporate Governance Statement</b>	Board	CEO	12	Board
<b>Conflict of Interest and ASN</b>	Board	CEO	12	Board
<b>Board Management Policy</b>	Board	CEO	12	Board
<b>CSR Policy &amp; Strategy</b>	Board	SM P&C	12	Board
<b>Social Impact Investment Policy</b>	SIT/AF&R	CEO	24	Board
<b>Whistleblowing Policy</b>	A,F&R	SM P&C	24	Board