



# Board Appointment, Renewal and Removal Policy

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Approved by: Board of Directors, CARE Super Pty Ltd

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## DOCUMENT CONTROL – SUMMARY OF CHANGES

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# 1. Overview

The appointment of Directors is governed by the provisions of the Superannuation Industry (Supervision) Act 1993 (SIS Act), Corporations Act, the CARE Super Pty Ltd Constitution, the APRA Prudential Standards and CareSuper's Governance Framework. There must be equal numbers of member and employer representative directors. The CareSuper Board may appoint one or more independent directors. The Constitution includes provisions for the appointment and removal of Directors.

CareSuper works closely with Fund Member and Employer Organisations (as defined in the Constitution) to maintain an effectively functioning Board to ensure that at all times the Board meets its statutory obligations and that individual Directors and the Board as a whole comply with the APRA Governance, and Fit and Proper Prudential Standards. The Board itself is ultimately responsible (SPS 510) for ensuring that the Directors collectively have the range of skills needed for the effective and prudent operation of CareSuper, and that each Director has skills that allow them to make an effective contribution to Board deliberations and processes.

The Board consists of:

- 5 Member Directors (A class shareholders or holders of Member Shares)
- 5 Employer Directors (B class shareholders or holders of Employer Shares)

The Board can appoint one or more Independent Directors.

# 2. Director role statement

A comprehensive Role Statement (Appendix 6) for a CareSuper Director will be reviewed by the Governance and Remuneration Committee (GRC) prior to the appointment of a new Director to ensure that its content reflects the current legislative and practical requirements. The Director Role Statement (and updates) will be provided to Fund Member and Employer Organisations.

# 3. Director tenure

The normal term for a Director is four (4) years. However, where an appointment is made to fill a mid-term vacancy the initial term will end upon the date when the retiring Director's term would have expired. Unless otherwise determined by the Board, Directors may serve up to three full terms (in addition to an initial partial term). At least one Employer Director's and one Member Director's term will expire annually. If in a year no Employer Director's or Member Director's term is due to expire on the conclusion of a fixed term, the Employer Director and Member Director whose term is to expire will be the Employer Director and Member Director who have been longest in office in that category, and in the event of an equality of length of service, the Chair will make a determination by lot in the presence of the Company Secretary.

The Board may decide to extend the tenure of a Director (including an Independent Director) beyond three terms if it believes that the interests of members of CareSuper will be best served by retaining the skill, experience and expertise of the Director for a period of up to one more term and where such extension would better manage the process of Board renewal and transition.

At the end of the current Chair's term (March 2022), a Director may serve a maximum of one three year term as Chair subject to that term being served within the three term maximum appointment for the Director (or any extension as contemplated above).

# 4. External checks

Appointment as a Director is subject to a satisfactory Police Check, Bankruptcy Check and clearance from ASIC. Further checks may be carried out from time to time.

## 5. Gender representation

CareSuper seeks equal gender representation on the Board.

## 6. Attestation

CareSuper Directors must complete an attestation upon joining the Board and annually thereafter. The document includes current information, commitment to CareSuper training and professional development requirements and the attestation of the Director that they understand and satisfy the legal requirements to act as a Director.

The document includes:

- Personal details
- External directorships
- Identified potential conflicts of interest
- Trustee responsibilities
- Legislative requirements to act as a Director
- Fit and Proper requirements
- Indemnification provisions of the SIS Act
- Victimisation of trustee provisions
- Related party transaction provisions
- Related party disclosure requirements
- Fund membership provisions
- Professional Development matrix

## 7. Education and training

Director training requirements and opportunities are planned with regard to the outcomes of the annual professional development and skills matrix, and the Board review. Directors are required to have completed an approved external minimum qualification within six months of appointment if they do not already satisfy the Board's requirements and undertake at least 30 hours of professional development each year including attendance at one major industry conference.

## 8. Fund Member and Employer Organisations

Fund Member and Employer Organisations support and promote CareSuper within the relevant employment sectors and are entitled, in accordance with the Constitution and fund governance framework, to nominate directors for appointment to the Board.

Under the Constitution, the Board is to include the following unless the Board and/or the Shareholders resolve otherwise in accordance with the requirements of the Constitution:

- Three Member Directors nominated by the Australian Services Union;
- Two Member Directors nominated by Unions NSW;
- One Employer Director nominated by the Victorian Chamber of Commerce and Industry; and
- One Employer Director nominated by Business New South Wales.

Consistent with CareSuper's support of the Representative Trustee System, the Chair/Deputy Chair will meet with senior representatives of Member and Employer Organisations from time to

time. In addition to briefing the Nominating Organisations regarding general CareSuper matters, these meetings ensure these organisations understand:

- the role of the Director and the time commitment and training required
- outcomes of the annual review of the performance of those Directors nominated by the Nominating Organisation
- the anticipated tenure of the current Director/s nominated by that Nominating Organisation
- the skills/attributes needed in a replacement Director in the event of the termination of office of a Director nominated by that Nominating Organisation.

## 9. Director nominee attributes

The attributes the Board seeks in its Directors and nominees for directorships are set out in the Fit and Proper Policy.

## 10. Independent Directors

- 10.1 Independent Directors may be appointed by the unanimous decision of the Board in the event that the Member Directors or the Employer Directors so request. The number of Independent Directors may not exceed those appointed as Member Directors or as Employer Directors. Independent Directors may be removed if a majority of Employer Directors or a majority of Member Directors notifies the Board that they wish to terminate the appointment of the Independent Director.
- 10.2 In deciding whether to appoint or re-appoint an Independent Director, the Board will have regard to the skills and knowledge required by the Board. In addition to independence from a Fund Member or Employer Organisation, the Board will take into account the length of association with CareSuper which might lessen independence. A person shall be considered to be independent for the purposes of this Policy if they are independent for the purposes of the Relevant Law.
- 10.3 Subject to clause 3 of this Policy, Independent Directors will serve a maximum of three four year terms. Should they retire mid-term, the Board may replace them and the replacement Independent Director's term will end upon the date when the retiring Independent Director's term would have expired.

## 11. Appointment process

- 11.1 All appointments are subject to relevant clauses of the Constitution.
- 11.2 CareSuper is required to fill a vacancy within 90 days unless an extension is sought and approved by APRA. A vacancy arises as set out in clause 13.1 of this Policy.
- 11.3 With any vacancy, the GRC will advise the Board of any skills and attributes that would enhance the operation of the Board having regard to the Board skills matrix and Board review outcomes.
- 11.4 The Board will sign off on the skill set/attributes to be sought in a replacement director, to be communicated to the Member/Employer Organisation to make the necessary nomination.
- 11.5 Where a retiring Director has been nominated by an Employer or Member Organisation, the Chair or Deputy Chair will write to the organisation inviting one or more nominations for the upcoming vacancy within 30 days of the date of receipt of the letter (or such longer period as the Chair or Deputy Chair allows on the request of the Nominating Organisation) and clearly enunciating any Board requirements including the commitment to equal gender representation. The letter will include:

- Confirmation that a position has or will become vacant.
  - An indication of the skills and experience the Board specifically needs to complement those of the existing Directors. This list of skills will be derived from the Competency Framework – by reference to areas where the current Board considers its skills ‘underweight’ or where experience is vested in just one or two Directors (i.e. seeking to negate any key person risks and to meet the Board’s minimum acceptable collective competence level).
  - The minimum requirements for Directors in terms of attributes and qualities.
  - An outline of the minimum standards expected from Directors.
  - Confirmation that CareSuper will not appoint as a Director any person who holds an existing Directorship or other office with another public offer super fund.
  - A request for a resume to accompany the nomination including details of the nominee’s current education and training, and a description of how the nominee meets the competency requirement.
  - A request for an expression of interest from the nominee addressing the Director nominee attributes and providing details of any Directorships and interests which would be included in the Register of Interests.
  - A summary of the duties and responsibilities of a trustee and of a trustee director, as encapsulated in the covenants described in sections 52 and 52A of the SIS Act, to be made available to prospective candidates prior to nomination.
  - The Board’s policy on equal gender representation among the members of the Board.
    - The following documents will be included with the letter:
      - Director Role Statement;
      - Board Charter;
      - Constitution;
      - Conflicts Management Policy; and
      - Director’s Attestation (see clause 6 above),
- 11.6 The Chair or Deputy Chair will also contact and discuss the appointment process with the senior officer of the relevant Nominating Organisation.
- 11.7 On receipt of a nomination the Chair or the Deputy Chair will arrange to interview the nominee/s with at least one of the existing Directors of the same Member/Employer class as the vacancy. These Directors will properly inform and recommend appointment/non appointment to the remaining Directors.
- 11.8 In the event that appointment is to be recommended, the Chair/Deputy Chair will ensure that the Chair/Deputy Chair not involved in the assessment is advised of the decision reached.
- 11.9 A Member Director shall be appointed on receipt of a memorandum signed by all of the holders of the Member Shares; and an Employer Director shall be appointed on receipt of a memorandum signed by all of the holders of the Employer Shares. The signed memorandum must be lodged with the Company Secretary and presented to the next meeting of the Board with the candidate’s resume seeking the approval of the Board to complete the appointment. Any appointment is subject to a satisfactory police check, bankruptcy check and check on ASIC orders. (A copy of the template memorandum is attached as Appendix 5.)
- 11.10 Where a nominee is approved by the Board, the relevant forms in the checklist attached as Appendix 1 will be provided to the successful candidate and APRA/ASIC notified as follows:
- APRA – within 14 days of appointment
  - ASIC – within 28 days of appointment



- 11.11 The nominating Member/Employer Organisation must be advised by the Chair or Deputy Chair of the Board's decision within [5] days of the decision.
- 11.12 In the event that a nominee has not met the Board's criteria and is not approved for appointment by the Board, the sponsoring entity will be requested to make a further nomination within a further 30 days and on receipt of such a nomination the process from Step 11.5 will be repeated.
- 11.13 In the event that an eligible Member or Employer Organisation declines or fails to lodge an eligible nomination, the Board may appoint a person to fill the vacancy. In selecting a candidate, the Board can approach alternative organisations to make a nomination or form a nominating committee comprised of existing Member or Employer Directors to nominate a person to fill the vacancy following the procedures outlined in clause 11.14.
- 11.14 Where the retiring Member or Employer Director was not nominated by a Nominating Organisation, the Board must invite the holders of the Member Shares or the holders of the Employer Shares (as the case requires) to nominate a person to fill the vacancy, such nomination to be provided within 30 days or such other period specified by the Board. The letter of invitation will include the information and documents referred to in clause 11.5 of this Policy. The remaining holders of the Member Shares or of the Employer Shares, as the case may be, will form a committee to identify suitable candidates. In the case of an Independent Director vacancy, the GRC will act as the nominations committee and will make a recommendation to the Board to effect the appointment. In all cases, nominations committees will be guided by the processes outlined in clauses 11.3 and 11.4 of this Policy. Nominations committees will instigate an active search to determine a pool of candidates who meet the selection criteria and gender balance objectives. In so doing, the committees may ask existing Nominating Organisations to put forward names of suitable people. Clauses 11.9 and 11.10 will apply to nominations made under this clause 11.14.
- In the event that a nominee has not met the Board's criteria and is not approved for appointment by the Board, the holders of the Member Shares or of the Employer Shares or the GRC (as the case requires) will be requested to make a further nomination within a further 30 days and on receipt of such a nomination the process in this clause 11.14 will be repeated.

## 12. Induction

A new Director is required to undertake induction training. This will include meeting with the CEO, Executive Managers and Chairs of the Committees on which the new Director will serve and undertaking AML/CTF training with the Compliance & Risk Team. An existing Director must meet with the relevant Committee Chair when he or she first joins a Committee. Refer to Appendix 1 (item 20) for a full list of induction contents. Part of the induction is also to complete an approved external minimum qualification as soon as possible after appointment, if the Director has not already completed a relevant course.

## 13. Board renewal and re-appointment

In considering Board renewal and re-appointments, the Board acknowledges that it needs to remain open to new ideas and independent thinking while retaining adequate relevant experience and expertise.

The GRC, in consultation with the holders of the Member Shares and of the Employer Shares (as the case requires), will consider all the following factors in determining whether a Director can be re-appointed on the expiry of their term, or if a vacancy will arise on the conclusion of the Director's term:

- Whether the Director is willing to be re-appointed



- Continued support of the relevant Nominating Organisation (if any), as evidenced by written notice of support
- Continued support of the holders of the Member Shares or of the Employer Shares as the case requires, where the Director was not nominated by a Nominating Organisation, as evidenced by written notice of support, or of the Board in respect of an Independent Director
- Compliance with professional standards
- Completion of required training
- Areas of skill in the context of the Board as a whole
- Ability to meet the Professional Standards outlined in the Fit and Proper Policy, including whether any breach has occurred
- The outcomes of the annual professional development and skills matrix, and the annual Board review Attendance record at meetings, and
- Whether he or she holds a position as a Director of another public offer superannuation fund.

If:

- a Director who was appointed on the nomination of a Nominating Organisation no longer has that Nominating Organisation's support, or
- a Director who was not nominated by a Nominating Organisation no longer has the support of the holders of the Member Shares or of the Employer Shares as the case requires, or
- an Independent Director no longer has the support of the Board,

then the GRC must conclude that a vacancy will arise on the conclusion of the relevant Director's term.

Some causes of vacancy are predictable. In such cases, CareSuper will work with nominating organisations to identify and train potential directors ahead of known director retirement dates.

If the holders of the Member Shares or of the Employer Shares, as the case requires, agree that the Director should be re-appointed, a memorandum signed by all of the holders of the Member Shares or of the Employer Shares (except for the Director who is being considered for re-appointment), as the case requires, shall be lodged with the Company Secretary and submitted for approval by the Board. In the case of an Independent Director, the GRC shall, if it agrees that the Independent Director should be re-appointed, notify the Board that the Independent Director is recommended for re-appointment and the Board shall consider whether to approve that re-appointment.

If the holders of the Member Shares or of the Employer Shares, or the GRC in the case of an Independent Director, agree that the relevant Director should not be re-appointed, they will report this to the Board by way of a written memorandum. The Board shall consider the matter of re-appointment, and may seek further information and/or meet with the relevant Director. If the Board agrees that the relevant Director should not be re-appointed, a vacancy will arise under clause 13.1 j). The relevant Director shall be informed of the outcome.

13.1 A Director vacancy will occur if a Director:

- a) resigns that office by notice in writing to the Company;
- b) dies;
- c) is removed from office in accordance with any provisions in the Company's Constitution or of Relevant Law;
- d) is deemed not to meet the Fit & Proper requirements;
- e) does not comply with the Relevant Law or any policy requirement pursuant to the Relevant Law;
- f) becomes insolvent under administration;

- g) becomes prohibited from being a Director by reason of being a disqualified person;
- h) becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental health;
- i) for more than six months is absent without permission from Directors' meetings;
- j) having been appointed for a fixed term, that period expires and the Director is not re-appointed;
- k) where applicable, is subject to a notification to the Board by his or her Nominating Organisation that it wishes to withdraw its support for that Director, and having made enquiries, the Board is satisfied that such withdrawal of support is not for reasons which would be in breach of the Relevant Law or any other applicable law;
- l) having been appointed on the nomination of the holders of the Member Shares or of the Employer Shares rather than a Nominating Organisation, if all of the holders of the Member Shares or Employer Shares as relevant to the classification of the Director (save for the Director whose position is under consideration), votes to withdraw the appointment of such a Director and lodges a memorandum signed by all of the holders of the Member Shares or the Employer Shares as the case may be (save for the Director whose position is under consideration), at the registered office removing such Director.

13.2 Independent Director - In addition to the items (a) – (j) noted above, an Independent Director shall cease to hold office if a majority of the Member Directors or a majority of the Employer Directors vote to withdraw the appointment of the Independent Director or if the Independent Director ceases to meet the criteria to be considered independent under the Relevant Law and this Policy.

## 14. Removal process

In the event of there being any issues identified following the annual Board assessment or which would bring into question the re-appointment of a Director following the expiry of his or her first or second term, or if there are reasons to reduce the size of the Board because of a strategic decision or legislative or APRA-driven imperative, the following process will be followed:

14.1 The Constitution defines the circumstances in which a Director may be removed from office and the circumstances in which a Director vacancy will arise.

14.2 Member Directors - the holders of the Member Shares may at any time by memorandum signed by all such Shareholders (except a Shareholder who is a Member Director who is the subject of the Memorandum) remove any Member Director and arrange for the appointment of another Member Director in his or her place in accordance with the provisions set out in the Constitution and this Policy. The removal shall take effect from the date on which such memorandum is lodged at the registered office or such later date specified in the memorandum.

14.3 Employer Directors - the holders of the Employer Shares may at any time by memorandum signed by all such Shareholders (except a Shareholder who is an Employer Director who is the subject of the Memorandum) remove any Employer Director and arrange for the appointment of another Employer Director in his or her place in accordance with the provisions set out in the Constitution and this Policy. The removal shall take effect from the date on which such memorandum is lodged at the registered office or such later date specified in the memorandum.

14.4 The following shall apply in relation to Directors who fail to meet the minimum Professional and Probity Standards or do not demonstrate the Key Director Attributes outlined in the Fit and Proper Policy.

The Chair and/or the Deputy Chair will consult with the holders of the Member Shares and of the Employer Shares as appropriate (including a Shareholder who is the Director(s) in question), consider the facts and decide together whether the issue is:

- A Major breach
- A Correctable breach

**A Major breach is defined as:**

An act, situation, omission or position that compromises the interests of CareSuper members, the integrity of the CareSuper brand, creates a regulatory breach, involves dishonesty or otherwise significantly affects the prudent management of CareSuper or represents a Correctable breach where the behaviour or activity that gives rise to the breach is not addressed in an agreed timescale or where an action plan cannot be agreed.

Examples of a Major breach might include a Director's name entering the public arena in unfavourable circumstances or failure to disclose a potential conflict or repeated absence from Board or Committee meetings.

**A Correctable breach is defined as:**

Any breach that does not fall within the definition of a Major breach, including minor failings that might hinder the sound governance of CareSuper.

Examples of a Correctable breach might include intermittent attendance at Board and/or Committee meetings, failure to demonstrate the Key Director Attributes (refer to Fit and Proper Policy) or failure to address documentation in a reasonable or timely manner.

#### 14.5 Major Breaches

14.5.1 Where the Chair and / or Deputy Chair, in consultation with the holders of the Member Shares or of the Employer Shares (those who are not party to the breach) in the case of the Director under consideration being a Member or Employer Director agree that the breach is major then the matter will be tabled for discussion at the next available Board meeting or at a specially convened meeting if deemed necessary by the Chair. The Chair or Deputy Chair will write to the Director and inform him or her that the breach is regarded as major and invite the Director to make a written submission to the Board to consider at the meeting. The Chair or Deputy Chair will also write to the Nominating Organisation responsible for that individual's nomination (if any) and inform it of the breach and the impending Board meeting. The Chair or Deputy Chair will decide whether the Director in question should be present at all or part of the meeting where the issue is tabled and will notify the Director of that decision. In any event, the individual Director will be excluded from any vote pertaining to the breach.

The remaining holders of the Member Shares or of the Employer Shares as the case requires in the case of the Director under consideration being a Member or Employer Director, and the remaining Directors in the case of the Director under consideration being an Independent Director, will consider the facts, including any submission from the Director in question, and:

- Concur that the breach is a Major breach.
- Classify the breach as a Correctable breach.
- Conclude that the issue does not represent a breach, or
- Request more information.

14.5.2 In the case of a Member Director or an Employer Director, if the holders of the Member Shares or of the Employer Shares, as the case requires, concur that the breach is a Major breach then such Shareholders shall immediately deliver a memorandum of removal signed by all such Shareholders (except a Shareholder who is the Director who is the subject of the memorandum) and such removal shall

take effect from the date on which the memorandum is lodged at the registered office. In the case of an Independent Director, if the Board determines that the breach is a Major breach, and a majority of Member Directors or a majority of Employer Directors notifies the Board that they wish to terminate the appointment of the Independent Director, then the Board will terminate the appointment of the Independent Director. The Chair or Deputy Chair will write to the Director concerned notifying him or her of the decision. If applicable, the Chair or Deputy Chair will also write to the main contact at the relevant Nominating Organisation notifying him or her of the decision and advising that a replacement will be sought in accordance with the Constitution and this Policy.

- 14.5.3 If the Board concludes that the issue does not represent a Major breach it will notify the relevant Director accordingly.
- 14.5.4 If the Board requests more information, then the Chair and / or Deputy Chair will gather the additional information and present that information to the Board again at the next available Board meeting.
- 14.5.5 In any event the Board will make a decision within three months of the matter being brought to its attention.

#### 14.6 Correctable Breaches

- 14.6.1 Where the Chair and / or Deputy Chair, in consultation with the holders of the Member Shares or of the Employer Shares (those who are not party to the breach) in the case of a Director who is a Member Director or an Employer Director agree that the breach is Correctable, then the Chair or Deputy Chair will, in the first instance, discuss the matter with the Director and request that the Director addresses the matter.
- 14.6.2 If the breach persists then the Chair or Deputy Chair will write to the Director and notify the Director that the situation is regarded as a Correctable breach. The Chair and Deputy Chair will arrange to meet with the Director as soon as possible. At the meeting the Chair / Deputy Chair will outline the nature of the breach and any material information substantiating the breach and notify the Director of two options:
  - 1. To agree an action plan to correct the breach within a reasonable timescale (not exceeding twelve months). Failure to agree an action plan will automatically elevate the breach to a Major breach; or
  - 2. To have the whole Board consider the issue and reach a judgment about whether a breach has occurred and the corrective steps to be taken to correct the breach. The Chair and Deputy Chair will decide whether the Director in question should be present at all or part of the meeting where the issue is tabled and will notify the Director of that decision.
- 14.6.3 The Chair and Deputy Chair will periodically monitor the Director's progress against the action plan.
- 14.6.4 At the conclusion of the timescale for the action plan the Chair and Deputy Chair will review the Director's progress and conclude whether the behaviour has been addressed satisfactorily.
- 14.6.5 If the Chair and Deputy Chair conclude that the performance or behaviour has improved sufficiently then they will advise the Director and no further action will follow.
- 14.6.6 If the Chair and Deputy Chair conclude that the performance or behaviour has not improved sufficiently then the breach will be elevated to a Major breach and the Policy applicable to Major breaches applied.

## 15. Vacancies

Any vacancy on the Board must be replaced within 90 days in accordance with the SIS Act.

## 16. Alternate Directors

- 16.1 Each Director except an Independent Director may, subject to Board approval, appoint another Director to act as Alternate Director in his or her place either indefinitely or for any specified period.
- 16.2 For the purpose of succession planning, the Board may approve the appointment as an Alternate Director of a person who is not a Director as a Director's Alternate up to six months prior to his or her intended resignation/retirement subject to the following:
  - 16.2.1 The person has the endorsement of the relevant Nominating Organisation as the appointed Director's successor, if appropriate;
  - 16.2.2 The person meets the Fit & Proper requirements;
  - 16.2.3 The person receives an induction including the rights and obligations of Directors;
  - 16.2.4 The person signs a confidentiality agreement to deal appropriately with information they come across in the course of their duties as an Alternate Director; and
  - 16.2.5 The appropriate forms are lodged with the regulators.
- 16.3 An Alternate Director appointed under Clause 16.2 may be invited to attend Board and Committee meetings as required. An attendance fee or equivalent may be paid in accordance with the Remuneration Policy.
- 16.4 The Alternate Director is entitled to receive notice of all Directors' meetings and if the appointor Director is not present at a meeting, the Alternate Director may attend and vote at that meeting.
- 16.5 An Alternate Director ceases to hold office immediately upon the appointor Director removing him or her or immediately upon the appointor Director ceasing to be a Director.

## 17. Leave of absence

Leave of absence may be sought by a Director for a period of up to six months in the event of lengthy illness of the Director or a member of his or her family or other extenuating personal or business circumstances. Directors seeking such leave should approach the Chair who will confer with the Deputy Chair. The Chair will then make a recommendation to the Board for approval. Arrangements for alternate representation will also be made. Remuneration arrangements are outlined in the Remuneration Policy

## 18. Dispute Resolution

Where a dispute arises in relation to this Policy, the dispute will be handled by the GRC as follows:

- Dispute to be documented in writing by the complainant and forwarded to the Chair of the GRC;
- GRC Chair to ascertain which provisions of the Policy apply to the complaint;
- GRC Chair to gather relevant information which may include seeking legal advice relating to the dispute and call a meeting of the GRC;
- Dispute to be reviewed by GRC and response prepared to complainant;
- GRC to report to the Board and/or refer unresolved complaint to Board.

## **19. Review of Policy**

This Policy will be reviewed by the GRC on a biennial basis and the results of the review and recommendations reported to the Board. Any changes to the Policy will be subject to Board approval.

## APPENDIX 1: CHANGE OF DIRECTOR CHECKLIST

Old Director: \_\_\_\_\_

New Director: \_\_\_\_\_

Date: \_\_\_\_/\_\_\_\_/\_\_\_\_

	Process	Who	When	Completed
1	Resignation letter to be provided by office holder resigning. Notify regulators	Person resigning  Company Secretary	Before effective date preferably  Within statutory period	
2	Vacancy occurs other than by way of resignation Notify regulators	Company Secretary	Within statutory period	
3	Update Competency Framework – removing the resigning Director. Identify skill and experience gaps.	Company Secretary, CEO and Chair	As soon as possible after resignation	
4	Board to sign off on the skill set/attributes to be sought in a replacement and confirm the Member/Employer Nominating Organisation (if any) to make the nomination	Chair and Deputy Chair	After Step 3 and prior to writing to nominating organization	
5	If applicable, write to eligible organisation in terms of clause 11.5 of the Policy, including: <ul style="list-style-type: none"> <li>• Confirming that a position has become vacant.</li> <li>• Requesting nominations for the position</li> <li>• Indication of the skills and experience the Board specifically needs to complement those of the existing Directors, derived from the Competency Framework.</li> <li>• Outline the minimum requirements for Directors in terms of personal integrity and honesty, attaching the Role Statement of a Director and a copy of the Director's Attestation.</li> <li>• Outline that a nominee cannot be a Director of another public offer Superannuation Fund.</li> <li>• Outlining minimum standards expected of Directors.</li> <li>• Requesting a resume to accompany each nomination and a description of how each nominee meets the competency requirement.</li> <li>• Requesting an expression of interest from the candidate.</li> </ul>	Chair and Deputy Chair	As soon as possible after resignation	
6	Nomination/s received in writing from Nominating Organisation.	Sponsoring Organisation	By the Effective Date <sup>1</sup>	
6a	Nomination/s received for a position where a Member or Employer Director was not nominated by a Nominating Organisation will be received from the sub-committee of the Board	Sub-Committee of Board	Before appointment	
6b	Nomination/s received for an Independent Director will be received from the Governance & Remuneration Committee	Gov & Rem Committee	Before appointment	
7	Interview by Chair/Deputy and at least one other Director	Chair, Deputy Chair and one other Director	Before appointment	

<sup>1</sup> Effective date of the appointment is date the memorandum is lodged at the Company Office or produced to a meeting of the Directors



	Process	Who	When	Completed
8	Proposed incoming Director to complete Director and Senior Manager Attestation	New Director	Before appointment	
9	Assess the nominated candidates' skills and experience in the context of the competency framework after receipt of the Director's Attestation.	Company Secretary	Before appointment	
10	Accept subject to training or reject.	Chair		
11	<p><b>Member Directors</b></p> <p>Subject to approval by the Board, appointed upon receipt of a memorandum signed by the holders of the Member Directors Shares.</p> <p><b>Employer Directors</b></p> <p>Subject to approval by the Board, appointed upon receipt of a memorandum signed by the holders of Employer Shares.</p> <p>If the Director is replacing a Director who has not completed a full term, the appointment will be for the remainder of the previous Director's term. The Director's tenure shall continue until the relevant Director is removed in accordance with sub-clause 15.3 of the CARE Super Pty Ltd Constitution or the expiry of their term without re-appointment .</p> <p><b>Independent Directors</b></p> <p>Subject to unanimous approval by the Board.</p>	Board		
12	<p>Transfer of Shares (As per CARE Super Pty Ltd Constitution)</p> <p>The retiring Director and the new Director to sign Transfer of Shares form:</p> <ul style="list-style-type: none"> <li>• Update Share Register</li> <li>• Transfer form to be held on Share Register File</li> <li>• Share Register to show certificate in name of Transferee</li> </ul>	Company Secretary / Director	As soon as possible – at or immediately following resignation.	
13	<p>New Director to provide:</p> <ul style="list-style-type: none"> <li>• Consent to Act and to Appointment as a CARE Super director / statement re disqualified person (Corps Law / SIS) (CARE Super retains this)</li> <li>• Written Commitment to the Industry Fund values</li> <li>• Deed of Access and Indemnity</li> <li>• Australian Federal Police check (AFP) consent form including photocopy of drivers license [nominate Code No 36] - Form can be obtained from APRA's website at <a href="http://www.apra.gov.au">www.apra.gov.au</a> or directly from the AFP's website at <a href="http://www.afp.gov.au">www.afp.gov.au</a></li> <li>• Attestation.</li> </ul>	New Director		
14	Alternate Director may be nominated by the new Director.	New Director		
15	<p>APRA / ASIC need to be notified on the following forms:</p> <ul style="list-style-type: none"> <li>• APRA Lodgement of SRF 520 APRA Report.</li> <li>• ASIC notified on Change to Company Details which can be lodged electronically by using the CARE Super user name and password</li> <li>• ASIC to be advised of appointment &amp; resignation (of both a Director and Alternate Director)</li> <li>• Transfer Shares to new Director (Part C of Form 484)</li> </ul>	<p>APRA form is lodged/uploaded online by Mercer on behalf of CareSuper.</p> <p>Company Secretary</p>	<p>APRA to be notified within 14 days of the appointment being made.</p> <p>ASIC to be notified within 28 days of the appointment.</p>	

	Process	Who	When	Completed
	<ul style="list-style-type: none"> <li>ASIC Covering letter – (There is no Lodgement fee for either form)</li> </ul>			
16	<p>AFP Police Check:</p> <p>When the signed AFP consent form received from the new Director, the standard letter is sent, completed form and prescribed payment to AFP requesting search.</p> <p>Copy to Director's file</p>	Company Secretary	ASAP	
17	<p>Bankruptcy Check:</p> <p>Obtain bankruptcy check on new Director</p>	Company Secretary		
18	<p>ASIC Orders:</p> <p>Check whether any outstanding ASIC orders on new Director</p> <p>Check the ASIC banned and disqualified register</p>	Company Secretary		
19	<p>Appointment letter:</p> <p>Preparation of appointment letter and send to new Director</p>	Company Secretary		
20	<p>Deed of Access and Indemnity</p> <p>Preparation of Deed of Access and Indemnity and send to new Director</p>	Company Secretary		
21	<p><b>Directors' Manual</b></p> <p>The new Director is provided with access to Board Books which includes details on:</p> <ul style="list-style-type: none"> <li>Board contact details, organisations represented;</li> <li>Resumes of existing Directors;</li> <li>Register of Duties and Interests;</li> <li>Directors' and officers' liability insurance;</li> <li>Latest financial statements;</li> <li>Strategic/Business Plan;</li> <li>CARE Super Pty Ltd Constitution;</li> <li>Trust Deed;</li> <li>Board Charter;</li> <li>Terms of Reference for each Committee</li> <li>Copies of AFS licence and RSE licence;</li> <li>Investment Governance Statement and Policy Statement;</li> <li>Risk Management Framework;</li> <li>Governance Framework and related policies- <ul style="list-style-type: none"> <li>Board, Appointment, Renewal and Removal Policy;</li> <li>Appointment and Removal of Senior Managers Policy;</li> <li>Conflicts Management Policy;</li> <li>Delegations Policy;</li> <li>Fit and Proper Policy;</li> <li>Outsourcing Policy.</li> </ul> </li> <li>Insurance Management Framework;</li> <li>Latest Administration Reports;</li> <li>Other policies such as Operational Risk Financial Requirement (ORFR); and</li> <li>Sample publications, including Product Disclosure Statement and Annual Report.</li> <li>RSE and AFS Licences</li> </ul>	Board Secretary	When appointment effective	

Process	Who	When	Completed
<ul style="list-style-type: none"> <li>Skills Matrix</li> </ul>			
<p>22 <b>Induction</b> Organise induction training including details of:</p> <ul style="list-style-type: none"> <li>CareSuper – its history, constitution, membership, benefits and strategic/business plan and budget</li> <li>the role and responsibilities of Directors / Senior Managers</li> <li>attendance requirements for Board and Committee meetings, including when using technology to attend a meeting (dialling in) is acceptable</li> <li>training requirements, including that attendance at a major industry conference is expected, and agreeing a training plan</li> <li>Organisation Chart</li> <li>Outsourced providers</li> <li>Nominated Organisations and their role</li> <li>relevant legal / legislative requirements</li> <li>the risk management framework and the key risks contained in the RMS</li> <li>the management function, including roles and responsibilities</li> <li>the Governance Framework and the key responsibilities outlined therein.</li> <li>the Governance Structure including Committees and their functions.</li> <li>Calendar of Events</li> <li>AML/CTF including the CareSuper AML/CTF Program.</li> <li>Latest Financial Accounts and Annual Report</li> <li>Explanation of Extranet, IT assistance</li> <li>Protocol for raising queries with the Trustee Office</li> <li>Assign a Buddy (another Director)</li> <li>Arrange induction with Committee Chairs for the Committees on which the new Director will serve</li> </ul>	CEO, Executive Managers, Committee Chairs	When appointment effective	
<p>23 <b>Competency Framework</b> Review competency framework including the skills and experience of the new Director. Advise Board of any emerging shortfalls in experience and revise training and development schedules if appropriate.</p>	CEO or Company Secretary	As soon as possible after appointment.	
<p>24 <b>Professional Development Summary</b> Provide new Director with personalised development summary based on the Competency Framework including attendance at the AIST new Director course or other approved course.</p>	CEO or Company Secretary	As soon as possible after appointment.	

## APPENDIX 2: CHANGE OF CHAIR CHECKLIST

Outgoing Chair: \_\_\_\_\_

Incoming Chair: \_\_\_\_\_

Date: \_\_\_\_/\_\_\_\_/\_\_\_\_

	Process	Who	When
1	<p>APRA must be advised of change in Chair:</p> <ul style="list-style-type: none"> <li>• SRF 520 to be lodged within 14 days of change</li> <li>• A copy of the Minutes of Directors meeting is to be held in the file.</li> <li>• AFP check or consent to act is not necessary if they are existing Directors.</li> </ul> <p>NB ASIC does not need to be advised of change of Chair.</p>		APRA to be advised of change of Chair within 14 days of the change.
2	<p>Copy of important documents to be provided to incoming Chair including:</p> <ul style="list-style-type: none"> <li>• copy of CEO's contract;</li> <li>• list of other Directorships related to Chair role or other representative forums that outgoing Chair associated with;</li> <li>• copy of Chair role statement.</li> </ul>		
3	<p>Advise major service providers of change in Chair</p> <p>Advise Nominating Organisations of the change in Chair</p>		

### APPENDIX 3: CHANGE OF NAME OR ADDRESS OF OFFICEHOLDER CHECKLIST

	Process	Who	When
1	APRA form SRF 520 to be completed in relevant sections. ASIC form Change of Company Details to be completed in relevant sections on-line.	Company Secretary	APRA to be notified within 14 days of the change occurring. ASIC to be notified within 28 days of change.
2	If a change (adding or removing) a Responsible Manager, ASIC form FS20 Application to notify the change of details of an Australian Financial Service licence. This form can be lodged online via the ASIC portal with a signed copy being held on file. APRA SRF 520 must also be completed	Company Secretary	ASIC to be notified within 10 business days  APRA within 14 days of change.
3	If adding/removing a key person, ASIC form FS03 Application to Vary Conditions of an Australian Financial Service licence. This form can be lodged online via the ASIC portal with a signed copy and any requested supporting documentation to be sent by mail to ASIC.	Company Secretary	ASIC to be notified within 5 business days

**APPENDIX 4: DIRECTOR REMOVAL MEMORANDUM**

We, the holders of the “A”/“B” Class Shares in the company (except for [name of Director being removed]), hereby in accordance with Clause 15.3 a)/15.3 b) of the CARE Super Pty Ltd Constitution remove from office as a Director the following Member/Employer Director: [insert name of Director]. This removal is to take effect on [the date this notice is lodged at the registered office/date].

<Select appropriate wording as follows:>

- a) Noted that the [Name of Nominating Organisation] – the Fund Member/Employer Organisation which nominated [Name of former Director] as a Director – has nominated [Name of new Director] as their replacement; and
- b) Resolved to elect [Name of new Director] to replace [Name of former Director] as a Director and to recommend to the Board the approval of [Name of new Director] as a Director.

Or

- a) Resolved to elect [Name of new Director] to replace [Name of former Director] by virtue of his or her experience, background and/or qualifications and regarded by the holders of the "A"/"B" class shares as a person suitable for appointment as a/an Member/Employer Director and to recommend to the Board the approval of [Name of Director] as a Director.

\_\_\_\_\_  
(Director\*)

\_\_\_\_\_  
(Director\*)

\_\_\_\_\_  
(Director\*)

\_\_\_\_\_  
(Director\*)

\_\_\_/\_\_\_/\_\_\_

\*To be signed by Directors holding the same class of Share (A or B) as the changing Directors

**APPENDIX 5: DIRECTOR APPOINTMENT MEMORANDUM**

**DIRECTOR APPOINTMENT MEMORANDUM**

CARE Super Pty Ltd  
ACN 006 670 060

MEMORANDUM FROM “A”/“B” CLASS SHAREHOLDERS \*

To: The Company Secretary  
CARE Super Pty Ltd  
Level 6, 447 Collins Street, Melbourne Victoria 3000

We the undersigned, being all of the holders of the “A”/“B” Class shares in the Company *[[in the case of a re-appointment]* save for [name of new Director]] appoint [Name of new Director] to be a/an Member/Employer Director of the Ccompany..

This appointment shall take effect from the time at which this memorandum of appointment is produced to a meeting of the Board and approved by the Board in accordance with Clause 15.2 b) i. of the Constitution of the Company.

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_

Signed: \_\_\_\_\_  
[Name of Director]

Signed: \_\_\_\_\_  
[Name of Director]

Signed: \_\_\_\_\_  
[Name of Director]

Signed: \_\_\_\_\_  
[Name of Director]

Signed: \_\_\_\_\_  
[Name of Director]

Signed: \_\_\_\_\_  
[Name of Director]



## APPENDIX 6: DIRECTOR ROLE STATEMENT

### CARE SUPER PTY LTD

#### ROLE STATEMENT

##### REPRESENTATIVE TRUSTEE BOARD

Not-for-profit superannuation funds, with their representative board structures, have a unique governance configuration. The mix of member and employer representation on trustee boards ensures that a fund has the benefit of a diversity of views, skills and experience. Representative directors have an important role to play, bringing their unique understanding of social, political, environmental and industry-specific issues into the decision-making process.

Appointment of directors who are not associated with the employer or member nominating bodies can create a different layer of perspective for the board and can also bring specialised skills.

The diversity offered by a representative board allows CareSuper to approach investments, member communications and service delivery in unique ways, resulting in superior outcomes and services for members. Opportunities exist in the representative model for a greater understanding of how diversity impacts on improved business operations, member satisfaction and financial performance

##### LEGAL FRAMEWORK

Superannuation trustees are subject to Australian Corporations legislation, financial services law, trust law, as well as legislation specific to the superannuation industry, such as the SIS Act and its regulations. They must ensure they exercise their powers in accordance with the covenants found in the SIS Act, which includes acting in the best interests of members and beneficiaries of the fund. They must also comply with their own governing rules and trust deed. Where appropriate, trustees must also ensure they hold valid Registrable Superannuation Entity (RSE) and Australian Financial Services (AFS) licences and at all times remain compliant with their licence terms as required under the SIS and Corporations Acts.

##### RESPONSIBILITIES

In carrying out their responsibilities, CareSuper Directors:

- Operate in an ethical and competent manner at all times including managing actual and potential conflicts of interest.
- Ensure that the trustee company and the fund comply with all applicable laws.
- Act in the best interests of the beneficiaries in a manner appropriate to a prudent superannuation trustee.
- Develop and support cultures fostering accountability, commitment to long-term member returns, business integrity, creativity, transparency and relevant and effective disclosure and communication.
- Question strategy, performance and risk management controls.
- Exercise 'independence of mind' to provide effective leadership and stewardship of fund assets and members' benefits.

The Board is entrusted to govern the fund's investments and operations and to formulate policies and strategies to achieve these goals. A board must therefore ensure it is adequately informed of key investment and economic issues and is properly equipped to encourage management and service providers to strive for the best possible performance.

The board is responsible for governing CareSuper and can delegate functions, subject to proper oversight. Key responsibilities of a board are included in the Board Charter.

## **LENGTH OF TERM**

Terms have a four year duration and may be renewed up to a maximum of three consecutive terms, subject to approval of the Board. The Board may decide to extend the tenure of a Director beyond three terms if it believes that the interests of members of CareSuper will be best served by retaining the skill, experience and expertise of the Director for a period of up to one more term and where such extension would better manage the process of Board renewal and transition.

## **MEETINGS, PROFESSIONAL DEVELOPMENT AND TIME COMMITMENT**

The Board meets regularly in accordance with the Board calendar from February through to December. The meetings are generally from 9.30am – 3.30pm and are held in Melbourne or Sydney.

The Board delegates to committees which meet regularly in accordance with their calendars.

Directors must serve on at least one but usually two committees.

Directors are required to participate in an induction program and complete an approved external minimum qualification prior to or as soon as possible after joining the Board.

Directors must complete at least 30 hours of professional development each year including attendance at a major industry conference. Director skills are assessed and a training plan developed to ensure all directors can contribute to Board and Committee meetings.

## **EXPECTATIONS OF BOARD MEMBERS**

Directors are expected to:

- have a commitment to the underlying philosophy of Industry Super Funds;
- think independently and act collegiately;
- have an interest in superannuation, be prepared to work in a collaborative environment, have some expertise in either superannuation, finance, management, law, industrial relations or a related discipline, and have high level problem solving or critical analysis skills;
- have the available time to undertake this role diligently including completing pre-reading and attending and participating in all Board and assigned Committee meetings;
- attend and participate actively at all Board and Committee meetings.
- act honestly, in good faith and in the best interests of the beneficiaries of CareSuper;
- exercise, in relation to all matters concerning CareSuper, the same degree of care, skill and diligence as a prudent superannuation entity director would exercise in relation to an entity where he or she is a director of the trustee of the entity and that trustee makes investments on behalf of the entity's beneficiaries;
- promote CareSuper and be an advocate for CareSuper;
- participate in the induction program and familiarize themselves with the policies and procedures of CareSuper;
- undertake a minimum of 30 hours per year of professional development;
- not allow personal interests or the interests of any associated person or organisation, to conflict with the interests of CareSuper.

## APPENDIX 7: BOARD CHAIR POSITION DESCRIPTION

### Position Description

Position Title:	Board Chair
Position Reports to:	Board
Positions Reporting:	CEO
Date last updated:	[Date]
CareSuper Objective and Overview:	<p>To be widely recognised as a leading fund that delivers superior outcomes for professionally minded, aspirational people who value quality. We care for our members by protecting and enhancing their futures and creating a personal connection. CareSuper's key success factors are:</p> <ul style="list-style-type: none"> <li>• Demonstrating superior quality and outcomes</li> <li>• Building member and employer affinity</li> <li>• Growth in funds under management</li> </ul> <p>CareSuper aims to maximise members' benefits through sustainable investment strategies, offering investment strategies to meet members' needs, maintaining low fees and by offering competitive insurance and ancillary products to complement superannuation savings in order to achieve better retirement outcomes.</p> <p>The main functions of the Trustee office are to support the CareSuper Board, to develop and implement strategy, manage relationships with service providers as well as develop and direct strategies and processes for marketing, business development, customer experience, compliance, risk management and general administration of CareSuper's offices and non-financial assets. CareSuper maintains offices in Melbourne, Sydney, Canberra and Brisbane.</p>
Internal Contacts:	<p>CEO</p> <p>Company Secretary</p> <p>Executive Team</p> <p>Directors</p>
External Contacts:	<p>Regulators eg. ASIC, APRA, ATO, AUSTRAC</p> <p>Nominating Organisations - employer organisations and unions</p> <p>Superannuation industry associations</p> <p>Material service providers (on occasion)</p> <p>Consultants and service providers – eg. for Board review</p>
Overview Of Role:	<p>The Chair is primarily responsible for the leadership and control of the Board of Directors, ensuring a positive and appropriate culture and for oversight of fund governance to ensure that the Board meets its obligations under the relevant APRA Prudential Standards and that decisions are made in the best interests of members and beneficiaries.</p>

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Specific Duties and Responsibilities:

In addition to the duties and responsibilities of directors, the Chair has specific roles within and outside the boardroom.

**Inside the Boardroom**

- Establish the agenda for Board meetings in consultation with the CEO and Company Secretary.
- Ensure that the Board acts in accordance with its Charter.
- Provide clarity about what the Board has to achieve, both in the long and short term.
- Provide guidance to other Board members about what is expected of them.
- Oversee the setting, reviewing and implementation of the strategic direction of CareSuper.
- Chair Board meetings, ensuring they are effective in that:
  - The right matters are considered during the meeting (eg. strategic)
  - Matters are considered carefully and thoroughly
  - All Directors are given the opportunity to effectively contribute; and
  - The Board comes to clear decisions and resolutions are minuted.
- Brief directors in relation to issues arising at board meetings or relative to fund governance.
- Ensure that the decisions of the Board are implemented as intended.
- Ensure that the Board behaves in accordance with the Code of Conduct.
- Responsible for Board and Director evaluation processes and provide appropriate feedback to Directors.

**Outside the Boardroom**

- Establish and maintain a positive and constructive relationship with the CEO to
    - Be kept fully informed of current events by the CEO on all matters that may be of interest to Directors
    - Be the major point of contact between the Board and CEO
    - Understand and review progress on important initiatives and significant issues facing CareSuper.
    - Provide mentoring to the CEO.
  - In conjunction with the CEO, undertake appropriate public relations activities and be the spokesperson for CareSuper where necessary.
  - Participate in annual member seminars
  - Initiate and oversee the annual CEO evaluation process.
  - Maintain regular contact with the CEOs/Secretaries and Chairs/Presidents of nominating organisations.
  - Represent the Board to regulators.
  - Attend various functions and meetings to represent the Board and CareSuper.
-

Expectations	<p>The Chair is expected to:</p> <ul style="list-style-type: none"> <li>• Not allow personal interests, or the interest of any associated person or organisation to conflict with the interests of CareSuper and its members and beneficiaries.</li> <li>• Act honestly, responsibly and confidentially, with due care and in members' and beneficiaries' best interests at all times.</li> <li>• Attend Board meetings fully prepared.</li> <li>• Comply with the legal and fiduciary responsibilities of a Director.</li> <li>• Promote CareSuper within the community.</li> <li>• Attend all Board Committee meetings.</li> <li>• Meet the annual minimum training and professional development hours.</li> <li>• Be an informed and active contributor at Board meetings.</li> </ul>
Skills and Attributes Required:	<ul style="list-style-type: none"> <li>• Honesty.</li> <li>• Integrity.</li> <li>• Independent thinking.</li> <li>• Strategic thinking.</li> <li>• Collegiate approach.</li> <li>• Interest in and knowledge of Superannuation (policy, regulations, purpose).</li> <li>• Preparedness to work in a collaborative environment.</li> <li>• Expertise in fields relevant to CareSuper, such as superannuation, investments, finance, management, law, industrial relations or a related discipline.</li> <li>• High level problem solving or critical analysis skills.</li> <li>• Commitment and belief in the representative trustee system.</li> <li>• Commitment and belief in all profit to members superannuation funds.</li> <li>• Knowledge of corporate governance.</li> <li>• Effective communicator.</li> <li>• Emotional intelligence.</li> <li>• Commercial astuteness.</li> </ul>

## APPENDIX 8: BOARD DEPUTY CHAIR POSITION DESCRIPTION

### Position Description

Position Title:	Deputy Chair
Position Reports to:	Board
Positions Reporting:	CEO (when acting in capacity as Chair)
Date last updated:	[Date]
CareSuper Objective and Overview:	<p>To be widely recognised as a leading fund that delivers superior outcomes for professionally minded, aspirational people who value quality. We care for our members by protecting and enhancing their futures and creating a personal connection. CareSuper's key success factors are:</p> <ul style="list-style-type: none"> <li>• Demonstrating superior quality and outcomes</li> <li>• Building member and employer affinity</li> <li>• Growth in funds under management</li> </ul> <p>CareSuper aims to maximise members' benefits through sustainable investment strategies, offering investment strategies to meet members' needs, maintaining low fees and by offering competitive insurance and ancillary products to complement superannuation savings in order to achieve better retirement outcomes.</p> <p>The main functions of the Trustee office are to support the CareSuper Board, to develop and implement strategy, manage relationships with service providers as well as develop and direct strategies and processes for marketing, business development, customer experience, compliance, risk management and general administration of CareSuper's offices and non-financial assets. CareSuper maintains offices in Melbourne, Sydney, Canberra and Brisbane.</p>
Internal Contacts:	Chair CEO Company Secretary Executive Team Directors
External Contacts:	Regulators eg. ASIC, APRA, ATO, AUSTRAC Nominating Organisations - employer organisations and Unions
Overview Of Role:	The Deputy Chair is considered the 'second in charge' Director and utilises experience, skills, and leadership ability to facilitate the governance process. The Deputy Chair supports the Chair and steps into the chair role when required.
Expectations	It is expected that the Deputy Chair will: <ul style="list-style-type: none"> <li>• Not allow personal interests, or the interests of any associated person or organisation to conflict with the interests of CareSuper and its members and beneficiaries.</li> <li>• Act honestly, responsibly and confidentially, with due care and in members' interest at all times.</li> <li>• Attend Board meetings fully prepared.</li> <li>• Comply with the legal and fiduciary responsibilities of a Director.</li> <li>• Promoting CareSuper within the community.</li> <li>• Meet the annual minimum training and professional development hours.</li> <li>• Being an informed and active contributor at Board meetings.</li> </ul>
Skills and Attributes Required:	<ul style="list-style-type: none"> <li>• Honesty.</li> <li>• Integrity.</li> <li>• Independent thinking.</li> <li>• Collegiate approach.</li> <li>• Interest in and knowledge of Superannuation (policy, regulations, purpose).</li> <li>• Preparedness to work in a collaborative environment.</li> <li>• Expertise in fields relevant to CareSuper, such as superannuation, investments, finance, management, law, industrial relations or a related discipline.</li> </ul>

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- High level problem solving or critical analysis skills.
  - Commitment and belief in the representative trustee system.
  - Commitment and belief in all profit to members superannuation funds.
  - Knowledge of corporate governance.
  - Effective communicator.
  - Emotional intelligence.
  - Commercial astuteness.
-