



Board Charter

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1. Purpose

This Board charter sets out the Board's terms of reference and explains the Board's approach to the following key corporate governance matters:

- Overview of the Board's responsibilities.
- Board structure and composition.
- Independence.
- Roles and responsibilities.
- Relationships between the Board and Management.
- Powers retained by the Board.
- Board meeting procedures.

2. Overview of the Board's Responsibility

2.1 Company Objects

IRT Group is a company limited by guarantee (the Company) established in 1969. According to its Constitution, its objects focus on taking measures for the care, assistance and advancement of aged and elderly persons, particularly regarding their health and accommodation needs.

The primary role of the Board is to make decisions to achieve the fulfilment of these objectives as they determine from time to time. The Board manages the business of the Company regarding the Constitution, corporation laws and any other laws and regulations affecting the Company.

2.2 Role of the Board

The role of the Board is to promote and protect the interests of the Company. The Board is responsible for determining the Company's direction and formulating its corporate objectives, the fulfilment of which is the basis of all decisions and actions taken on behalf of the Company.

In carrying out their responsibilities and exercising their powers, Directors will ensure they act honestly, fairly and diligently, following the law, serving the interests of residents, clients and other stakeholders, and meeting legal and moral responsibilities and requirements of best practice corporate governance.

2.3 Board Responsibilities

The Board's key responsibilities are:

- The design and execution of the Company's mission and values
- Overseeing Company operations, including its control and accountability systems, including holding management to account
- Providing input into developing an overall strategic plan, reviewing the plan and monitoring performance against the plan.

- Approving and monitoring the progress of significant capital expenditure.
- Consider opportunities concerning adjunct markets where appropriate under the Risk Appetite.
- Reviewing, ratifying and monitoring corporate governance systems, risk management and clinical governance and internal control, codes of conduct and compliance.
- Approving key governance policies set out in the Board's annual agenda.
- Appointing, removing and evaluating the performance of the Group CEO.
- Succession and remuneration planning for the Board and the Group CEO.
- Assess skills required by the Board, review candidates for nomination and appoint (or recommend appointment) suitably qualified candidates for Director appointments/selection.
- Review the nomination and appointment of General Members, including engagement strategy and succession planning.
- Appointing and removing Company Secretaries.
- Approving and monitoring financial and other reporting, including external reporting.
- Approving and monitoring the annual budget.
- Govern the company's culture by setting clear cultural direction and behaviour expectations.
- Corporate and social responsibility considering the social and environmental impact of the Company's activities.
- Selecting and recommending to the General Members the appointment of the external auditor.
- Approving Board and Committee charters and policies.
- Satisfying itself that remuneration policies are aligned with purpose, values, strategic objectives and risk appetite

2.4 Code of Ethics

The Board is committed to ethical behaviour in all aspects of its endeavours and has adopted the Code of Ethics and Code of Conduct attached to this Charter (Appendix 3).

The Code of Ethics:

- Outlines the Company's values and principles;
- Reflects and shapes the Company's culture;
- Describes the values framework within which the Company operates.

The Code of Ethics is supported by the Board's Code of Conduct, which:

- Defines acceptable/unacceptable behaviours, and
- Outlines the rules to which Directors are to be held accountable, in addition to the IRT employee Code of Conduct.

The Board is committed to ensuring compliance with the Aged Care Code of Conduct as individual governing body members and through oversight of IRT's compliance. A copy of the Aged Care Code of Conduct is included in Appendix 3.

2.5 Director's Rights

Each Director will be provided access to appropriate training and development. Each Director also has the right to access Company information from Management via the Chair.

Directors have the right to seek independent professional advice (at the Company's expense) to further their duties as Directors. The Chair's prior approval is required, and the advice will generally be made available to all Directors unless the Chair decides otherwise.

2.6 Annual Review

The Board will conduct an annual review of the performance of:

- The full Board
- Board Committees.
- Individual Directors.
- The Chair.

The method of conducting each review and the extent of that review is for the Board to determine.

The Board will also conduct an annual review of individual directors against:

- fit and proper requirements
- Suitability matters.

2.7 Directors and Officers Insurance

Directors and Officers Insurance forms part of the Company's insurance program. Cover is reviewed annually, considering external events, history of reported matters, activity and size of the Company.

3. Board Structure and Composition

3.1 Appointment, Removal and Term of Directors

3.1.1 Nomination of Director Candidates

The Board and People, Safety & Culture Committee will perform the function of the Nominations Committee consistent with rule 17.5 of the

Constitution. The Board may also establish a committee to perform this function. The role will include:

- (a) Review the composition of the Board to determine whether the composition, size and commitment are effective in discharging its responsibilities and duties;
- (b) Ensure that from 1 December 2023, the Board comprises:
 - i. Majority independent non-executive directors; and
 - ii. At least one director has experience providing clinical services, preferably in gerontology or aged care.
- (c) Determine an appropriate methodology to identify potential Directors;
- (d) Identify potential Directors;
- (e) Act with due regard to the role and function of the general members as the deciders of the Elected Directors of IRT by ensuring only fit and proper candidates (as determined following the fit and proper guidelines set out in Appendix 1) are put to the general members for election;
- (f) Assess the extent to which necessary and desirable competencies for IRT are represented on the Board;
- (g) Review required Board competencies, number and profiles of Directors;
- (h) Ensure that Board succession plans are in place to maintain the required competencies, number and profiles of Directors;
- (i) Review candidates standing for election as Directors following criteria and guidelines set following this charter;
- (j) Continually monitor Board membership and structure to ensure that there is appropriate representation on the Board to ensure the long-term sustainability of IRT;
- (k) Consider the selection of Director candidates and the extent to which any professional intermediaries should be involved with the process of identifying and assessing candidates;

3.1.2 Number of Directors

- (a) The number of Directors (not including alternate Elected Directors) must be not less than five and no more than nine unless otherwise determined by the Board in its absolute discretion.
- (b) The number of Elected Directors must always be greater than the number of Appointed Directors.

3.1.3 Casual appointment

- (a) The Board may appoint a person to be a Director to fill a casual vacancy at any time.
- (b) Any Director appointed under paragraph (a) may hold office only until the next annual general meeting of the Company and is then eligible for election at that meeting.

3.1.4 Qualification as an Elected Director

- (a) Each Elected Director must be a General Member.
- (b) A person who resides at a facility operated by the Company cannot be a Director.

3.1.5 Term of Office for an Elected Director

- (a) The term of office of each Elected Director shall be:
 - i three years; or
 - ii in the case of a person elected to replace a Director who has ceased to hold office under rules 17.9 and 17.10 of the Constitution, the period remaining in the term of the replaced Director.
- (b) At the conclusion of an Elected Director's term of office, that Elected Director shall be eligible for appointment by the Board as an Appointed Director, subject to paragraph (i) and to rule 17.7(j) of the Constitution.

3.1.6 Preferred Maximum Term

- (a) Notwithstanding the terms of the Constitution, specifically Clause 17.4 which provides that the maximum term of office as a Director shall not exceed 12 years in total, a total of nine (9) years is considered the optimum maximum period of time to serve on the Board.
- (b) The Board may however determine to extend the period for which a Director remains in office, for example where their retirement would result in the loss of two (2) or more Directors in any twelve-month period or the loss of an essential skill set. Any Director whose term is extended shall not serve as a Director for more than the 12-year maximum as required by the Constitution.
- (c) Any Director who began serving as a Director prior to the 2024 AGM will not be subject to the recommendations set out in clauses 3.1.6 (a) and (b).

When determining limits on tenure the following guidance information may be considered:

- enabling the appointment of directors with fresh perspectives and from diverse backgrounds (as required) who would be able to provide a different approach or skill sets;
- reducing turnover to create stability;
- maintain valuable experience, organisation or industry knowledge and essential skill sets;
- ensuring currency of the changing strategic direction and regulatory requirements;
- ensuring that Directors can commit the time to devote to the role;
- ensuring continued performance and contribution of individual Directors

The Board, led by the Chair, will utilise a range of avenues as part of succession planning and director/board performance to achieve and maintain board composition and effectiveness:

- Director Skills Matrix – undertaken at least annually;
- Director Performance Reviews - undertaken annually by the Chair;
- Board evaluation and performance surveys – undertaken annually;
- Seek feedback from the CEO and Management on board performance;
- Include succession planning as a standing item on all confidential meeting agendas.

3.2 Board Chair and Officers

The Board may elect one of their number as their Chair annually following the Annual General Meeting. The Board Chair must be an Elected Director.

There must be one or more company secretaries whose appointment is to be endorsed by the Board. The Company Secretary need not be a member of the Company.

The Board may also appoint a person or persons to be senior officers of the Company on terms and for such period as they think fit.

3.3 Board Induction

The Board will provide all new Directors with a thorough induction into the affairs of the Board and the Company. The induction process is set out in Appendix 5.

All prospective Directors will be provided with all relevant information.

Before attendance at their first Board meeting, new Directors will:

- Receive access to the Board's resource centre, including:
 - CEO, Company Secretary and Executive Contacts;
 - Board Calendar and Committee Schedule;

- Constitution, Board Committee Charters and Agendas, General Members Charter;
- Annual and Financial reports
- Board policies;
- Current and recent meeting papers;
- Organisation chart;
- Key Management Information;
- Glossary of key terms, definitions and acronyms;
- Attend an induction program including:
- Meet with the Board and Committee Chairs, the Group CEO and Executive General Managers for operational familiarisation, including:
 - Industry insight and overview;
 - Organisational strategy, budget, benchmarking, performance goals, social impact, culture, and customer experience principles
- Meet with the Company Secretary for regulatory and governance familiarisation, including:
 - Skills matrix;
 - Board training;
 - Conflict of Interest Declarations and expectations;
- Administrative support including:
 - Board Liaison for support regarding Diligent, Resource Centre depository and My Central;
 - ITC representative for support with IT systems generally

New Directors will be offered a follow-up induction after six months to provide greater detail or clarification requested by the Director.

3.4 Board Committees

The Board has established Board Committees to assist it in carrying out its work. Board Committees provide an opportunity to examine issues in greater detail than what is possible during Board meetings but are not designed to conflict with the Group CEO's delegated responsibilities.

The Committees of the Board are:

- Audit, Risk and Compliance Committee;
- Governance Committee;
- People, Safety & Culture Committee;
- Strategic Investments Committee;

and other Committees as the Board may, from time to time, determine.

Each Committee has its charter, which defines its activities.

The Board appoints the Chair of each Committee.

In carrying out its work, each Committee will have access to appropriate resources, including opinions of senior management and, where necessary, independent advice.

With the approval of the Board, each Committee may consider appointing an Advisor based on their distinctive skill sets.

While an advisor is not a director, Board endorsement is required to have these roles subject to the satisfactory completion of a Fit and Proper Assessment, bankruptcy check, police clearance and provision of signing a confidentiality agreement.

Committees have no power to exercise authority over staff or delegate tasks to staff unless the Board and the Group CEO have agreed explicitly to such delegations.

Each Committee reports to the Board on the outcome of its work and, where appropriate, makes recommendations to the Board.

An agenda and minutes of each Committee meeting are prepared and circulated to all Directors. The Committee Chair will provide verbal reports to the Board of key recommendations and discussions of the Committee they chair.

The Board reviews and approves Committee charters on an annual basis.

4. Independence

4.1 Non-Executive Directors

According to the Constitution, a person who holds any salaried position with the Company is ineligible to be a Director.

An independent director is a non-executive director who is not a member of management and is free of any business or other relationship that could materially interfere with or reasonably be perceived to interfere with the independence of their judgement.

Directors must provide to the Board all information that may be relevant in assessing their independence and immediately notify the Board if any changes in circumstances could impact the Board's assessment of their independence.

4.2 Conflicts of Interest

Directors must disclose to the Board any existing or potential conflicts of interest (including declarations of Related Party transactions).

Conflicts of interest occur when a person is in a position to be influenced or appears to be influenced by their private interests or other interests when doing their job. For example, a conflict can occur:

- When a Director, or their immediate family or business interests, stands to gain financially from any business dealings, programs or services provided to or by the Company
- When a Director, or their immediate family or business interests, have a personal relationship with a person or director of an entity which stands to gain financially from any business dealings, programs or services provided to or by the Company.
- When a Director offers a professional service to the Company.
- When a Director stands to gain personally or professionally from any insider knowledge if that knowledge is used for personal or professional advantage.

Accordingly:

- Any business or personal matter which could lead to a conflict of interest of a material nature involving a Director and their role and relationship with the Company must be declared and registered in the register of interest.
- All such entries in the register shall be presented to the Board and minuted at the first Board meeting following entry in the records.
- Any potential conflict of interest must be declared by the Director concerned immediately after it is identified.
- The Board shall determine whether or not the conflict is material or a material significance to the Company and will advise the individual accordingly.
- Where a conflict of interest is identified and registered, and the Board has declared that it is of material benefit to the individual or material significance to the Company, the Director concerned shall not vote on any resolution relating to that conflict or issue.
- The Director shall only remain in the meeting during any related discussion with Board approval.
- The Board will determine what records and other documentation relating to the matter will be available to the Director.
- All such occurrences will be minuted.
- Individual Directors, aware of an actual or potential conflict of interest with another Director, have a responsibility to bring this to the notice of the Board.

From 2023, Related Party Transactions are required to be reported to ACNC as part of the annual information statement. Medium and large charities are required to disclose 'material' related party transactions in the Annual Information Statement and financial reports. They do not have to report 'immaterial' related party transactions.

Further information regarding Related Party Transactions including examples of material & immaterial transactions are provided directly on the [ACNC website](#).

Directors are to advise the Company Secretary of any actual, perceived, potential conflicts of interest and related party transactions to enable a review and appropriate recording and reporting.

5. Roles and Responsibilities

5.1 The Chair

The Board shall elect one of their number as their Chair annually following the Annual General Meeting or at any other time that a vacancy of the Chair occurs.

The Chair's principal role is to provide leadership to the Board and the Company and to ensure that the Board effectively discharges its responsibilities.

The Chair's primary responsibilities are to:

- Develop the annual Board agenda for approval of the Board.
- Work with the Group CEO and the Company Secretary to determine the agenda for Board meetings.
- Preside over Board meetings and ensure meetings operate effectively.
- Foster a positive Boardroom dynamic, enabling open and robust debate of key issues.
- Ensure that the Board receives the information it requires for informed decision-making.
- Maintain ongoing communication with the Group CEO and senior management, serving as a conduit between the Board and management.
- At least annually, ensure a comprehensive appraisal of the performance of the Group CEO.
- Facilitate a performance evaluation process for the Board, Committees and individual Directors.
- Assume the role of spokesman on Board policy matters.
- The Chair's roles and responsibilities are detailed in a role description approved by the Board.

5.2 The Group Chief Executive Officer (Group CEO)

The Group CEO and the senior management team are accountable to the Board for the overall management and performance of the Company.

The Group CEO manages the Company following the strategy, business plans and policies approved by the Board.

The Group CEO's performance is regularly evaluated against achieving agreed goals, targets and performance indicators. The Group CEO's roles and responsibilities are detailed in a role description approved by the Board.

5.3 The Company Secretary

The Company Secretary supports the Chair and the Board by ensuring processes and procedures are organised efficiently and effectively and that all corporate governance responsibilities are effectively discharged.

The Board appoints the Company Secretary on the recommendation of the Group CEO. The Group CEO is responsible for determining the conditions of employment, including remuneration.

The Company Secretary is accountable to the Board, through the Chair, for corporate governance matters.

The Company Secretary (or delegate) attends all Board and Committee meetings but may be asked to absent themselves at any time.

The Company Secretary's role and responsibilities are to be detailed in a role description approved by the Board.

6. Relationship between the Board and Management

6.1 Board Responsibility

The Board is ultimately responsible for the performance of the Company. The Board has retained its authority to make decisions on matters specified in this charter and the Delegations of Authority policy, and save for those matters and Group CEO operational limits, determined from time to time by the Board, it delegates authority for any other issues to the Group CEO.

The Board maintains its independence from Management through several measures, including:

- only having independent non-executive directors,
- Identifying and defining the respective roles of Management and the Board and
- the exercise of independent thinking in decision-making.

6.2 Group CEO Responsibility

The Group CEO is accountable to the Board for the exercise of the delegated authority and, with the support of senior management, is to demonstrate progress in fulfilling its responsibility through the provision of reports, briefings and presentations regularly.

The Group CEO is expected to provide candid reporting that accurately portrays Company performance.

Board and Committee papers on matters for decision by the Board should typically conform to the Board's requirements, as determined from time to time.

The Group CEO is responsible for all staff employment, management and performance evaluation. Neither the Board nor individual Directors will instruct staff in any matters relating to their work except as otherwise provided by this Charter.

Individual Directors' expert knowledge and experience is available to the Group CEO.

The Group CEO's decisions must always be consistent with and not defeat the stated intent and the spirit of the Board's policies. The Group CEO is authorised to establish all operational policies, decisions, practices and activities.

Only decisions of the Board are binding on the Group CEO. Decisions or instructions of individual Directors, officers or Committees are not binding on the Group CEO.

Recognising the right of individual Directors to access information relevant to their governance responsibilities, the Group CEO can defer requests that, in the Group CEO's opinion, require a material amount of staff time or funds or are disruptive. The Group CEO will immediately notify the Chair of the use of this provision.

The specific responsibilities of the Group CEO are set out in the policies attached to this Charter (Appendix 4).

7. Powers retained by the Board

In addition to matters expressly required by law to be approved by the Board, powers reserved explicitly by the Board are as follows:

7.1 Strategy

Approval of:

- The Company's corporate objectives and corporate strategy.
- The annual operating and capital budgets and any material changes.

Review of corporate performance and progress towards strategy implementation.

7.2 Oversight

Oversight of the Company's operations to ensure:

- Robust planning;
- Competent and prudent management;
- Appropriate systems of risk oversight and internal control;
- Appropriate accounting systems, records and reporting systems;
- Adherence to statutory and regulatory requirements; and
- Development of the target Company culture.

7.3 Structure and Capital

Approval of:

- Changes to the Company's corporate structure;
- Changes to the Company's legal status;
- Submission of any significant capital expenditure, capital management, and acquisitions and divestitures.
- Major capital projects and adjunct market opportunities.

7.4 Financial Reporting and Controls

Approval of:

- Statutory reporting;
- Annual report and accounts (including the directors' report); and
- Significant changes in accounting policies.

7.5 Contracts

Approval of major contracts:

- Which are strategically significant, having regard to the Group CEO's delegation of authority and
- Which are assessed to be outside the Board's risk tolerances regarding the Board's risk appetite.

7.6 Board Membership

Approval of:

- Changes to the composition, structure and size of the Board;
- Appointments to the Board;
- Selection of the Board Chair and
- Membership of Board Committees, including the appointment of the Committee Chair.
- Advisors to the Board and its sub-committees

7.7 Executive Management

- Appointment and removal of the Group CEO and determining their terms and conditions of employment (including remuneration).
- Annual Performance Evaluation of the Group CEO
- Significant changes to organisational structure.

7.8 Corporate Governance

- Conduct an annual performance appraisal of the Board, its Committees, the Chair, and individual Directors.
- Assessment of the independence of Directors.
- Review of the overall governance practices and procedures.
- Approval of this charter and the Board Committee charters.

7.9 Other

- Appointment of the Company's principal professional advisers.
- Decisions relating to significant litigation.
- Acquisitions, establishment, disposal or cessation of any significant business of the Company.

8. Board and Committee meeting procedures

8.1 Annual Agenda

The relevant provisions of the Company's Constitution govern meetings and proceedings of the Board.

To assist in planning the Board's calendar, the Board adopts an annual agenda detailing the items to be considered at each Board meeting.

The Board meeting schedule is determined annually in advance by the Board. Additional unscheduled meetings may be called to deal with urgent business in certain circumstances.

8.2 Meeting Preparation

The Chair, working with the Group CEO and Company Secretary, will typically set the agenda for each meeting, although any Director may request the inclusion of specific items.

The agenda and supporting papers should be distributed to Directors before each meeting in sufficient time to enable Directors to read the documents and adequately prepare for the meeting.

Directors are expected to be fully prepared for each meeting, having carefully reviewed all Board papers distributed before the meeting and being ready to participate effectively in Board discussions and decision-making.

Directors are expected to make every reasonable effort to attend each Board meeting and each meeting of Committees on which they serve. Attendance in person is preferred; however, participation by teleconference or other electronic means is permitted if necessary.

8.3 Attendees

The Group CEO, Company Secretary and Executive General Manager – Finance attend Board meetings by standing invitation as non-voting advisors but may be asked to absent themselves at any time. Management attendees are not members of the Board. The Board may invite other persons to Board meetings as it thinks fit.

8.4 Conflict of Interest

Should a Director have a 'material, personal interest' in a matter being considered at a meeting they must not be present for consideration of that matter unless the interest falls under an exception stated in section 191 of the *Corporations Act 2001* or the other Directors pass a resolution that:

- Identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of the Company; and
- states that those Directors are satisfied that the interest should not disqualify the Director from voting or being present.

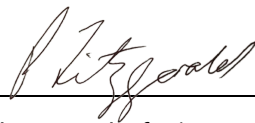
8.5 Minutes

Draft minutes of each Board meeting are prepared by the Company Secretary (or their delegate) for review by the Chair and circulated to all Directors by the Company Secretary as soon as practicable but no later than seven working days following the meeting. The Board's approach to the minutes of the Board (and its Committees) is described in Appendix 2.

Annotations

Directors may, from time to time, make personal annotations on Board papers to assist in their preparation for meetings. The Board's approach to the retention and destruction of annotations is described in Appendix 2.

Endorsement and Approval



Approved by the Board of Directors and signed by the Chair

Date: 14 November 2024

Appendix 1: Fit and Proper Requirements

CRITERIA OVERVIEW

- A copy of these requirements will be made available on request to anyone wishing to apply to become an IRT Director.
- These requirements are to be read with the position description for Directors.
- Directors are to ensure they know and understand these requirements.
- Board Members must meet these requirements throughout their tenure.
- The Board will conduct prudent checks upon appointment and annually to ensure Directors remain 'Fit and Proper', including obtaining an annual Fit and Proper Declaration, annual Suitability Matters Declaration, and a Conflict of Interest Declaration from all Directors.
- These Fit and Proper requirements support IRT's Constitution, Board and Committee Charters and provider governance requirements in the Aged Care Act 1997.
- The Board is responsible for developing, approving and ensuring compliance with these requirements. The requirements will be reviewed from time to time by the Board.
- Where a Director is assessed as not 'fit and proper' or does not meet the suitability matters, IRT must take all steps it prudently can to ensure that the person is not re-elected or re-appointed or continues to be a Director.

FIT AND PROPER REQUIREMENTS

- For a person to be regarded as fit and proper, the Board must be satisfied that the individual:
 - a) Has a valid Director Identification Number;
 - b) Has the character, competence, commitment, diligence, honesty, integrity and judgement to perform the duties of Director properly;
 - c) Possesses the knowledge and skills to perform the duties of the Director properly;
 - d) Is not disqualified under law from holding any position as a Director;
 - e) Does not have any conflict of interest that will create a material risk so that they will not properly discharge the duties related to the position of Director;
 - f) Has not had a banning order imposed
 - g) Meets the requirements of the suitability matters (as set out in the *Aged Care Quality and Safety Commission Act 2018*)
- The Board will make all reasonable enquiries to obtain information relevant to the assessment, including the following information as appropriate to the individual and the role:
 - a) A National Police Certificate from the Australian Federal Police
 - b) An NDIS Worker Screening Clearance (as required)
 - c) A search of the Australian Financial Security Authority's National Personal Insolvency Index;
 - d) A check of the register of banned and disqualified persons from ASIC, ACNC (Australian Securities and Investments Commission and Australian Charities and Not-for-profits Commission) in addition to registers for ACQSC (Aged Care Quality and Safety Commission) and NDIS (National Disability Insurance Scheme)
 - e) A search of the relevant registering body (e.g. AHPRA) where the individual is being appointed as the director with clinical skills
 - f) References from employers where appropriate

- g) References from other Boards where appropriate
- h) References from professional bodies where appropriate
- i) A declaration from the applicant as to fitness and propriety and as to the suitability matters
- j) A conflict of interest declaration
- k) Individual Director self-assessment
- l) Any questions or issues raised by members at a meeting
- All Candidates on application must declare whether they are a fit and proper person.
- All Candidates on application must complete a conflict of interest declaration.
- All Candidates on application must provide their consent to allow the Board to obtain the information from sources outlined above

FIT AND PROPER CRITERIA

- In conducting fit and proper assessments, the Board will consider the following as additional criteria, including whether the person:
 - a) Has demonstrated the appropriate competence and integrity in fulfilling occupational, managerial or professional responsibilities previously and in the conduct of current duties;
 - b) Has demonstrated a lack of willingness to comply with legal obligations, regulatory requirements or professional standards or been obstructive, misleading or untruthful in dealing with regulatory bodies or a court;
 - c) Has breached a fiduciary obligation;
 - d) Has perpetrated or participated in negligent, deceitful, or otherwise discreditable business or professional practices;
 - e) Has been reprimanded, disqualified, or removed by a professional or regulatory body concerning matters relating to the person's honesty, integrity or business conduct;
 - f) Has seriously or persistently failed to manage personal debts or financial affairs satisfactorily in circumstances where such failure caused loss to others;
 - g) Has been substantially involved in the management of a business or company that has failed, where that failure has been occasioned in part by deficiencies in that management;
 - h) Is of bad reputation in any business or financial community;
 - i) Is or was the subject of civil or criminal proceedings or enforcement action concerning the management of an entity or commercial or professional activities, which were determined adversely to the person (including by the person consenting to an order or direction or giving an undertaking, not to engage in unlawful or improper conduct) and which reflected adversely on the person's character, competence, diligence, judgement, honesty or integrity.

The Board may consider other matters as it deems reasonable and appropriate.

DECISION-MAKING PROCESS

- In assessing a person's fitness and propriety, the Board will consider whether the information provided is materially adverse to the fitness and propriety of the person.

GUIDELINE BREACHES

- If a Director breaches these fit and proper requirements or criteria, the Board may ask the Director to resign from their position. Should the Director not agree to resign, the matter will be referred for further mediation and consultation with appropriate professionals, and the Board may seek a resolution from the Members to approve the removal of the Director.

ASSOCIATED DOCUMENTS TO THESE REQUIREMENTS

- Fit and Proper Declaration
- Suitability Matters Declaration
- Conflict of Interest Declaration
- Position Description – Director
- IRT Constitution
- Board and Committee Charters and Code of Conduct

APPENDIX 2 – BOARD APPROACH TO MINUTES AND ANNOTATIONS

Minutes

Minutes of Board and Committee meetings are to be prepared using the following principles:

Do	Don't
Include key points of discussion and broad reasons material to the decisions. Be as concise as circumstances permit.	Record failed motions Record the name of the mover and seconder Include the length of time spent discussing an agenda item
Accurately but succinctly, capture competing risks and balanced considerations when exercising judgment.	Include speeches and arguments.
Use non-emotive and impartial language in plain English	Use a recording device
Ensure board papers are well-written, demonstrate why a decision should be taken and indicate what the board is being asked to do.	Summarise reports of committees or board papers
Where a decision is made that was not canvassed in the board paper or is contrary to management's recommendation, include sufficient detail about the rationale for the decision.	Include material information in board papers or other supporting documents that can be referenced and attached to the minutes.
Record significant issues or reservations the Board raises and the responses received from or action promised by management.	
Record abstentions any dissenting views where requested by individuals or where there is a conflict of interest	
Reflect the Board acting as a collective, not as a group of individuals. Record the reason the majority were in favour of a decision.	Record individual votes unless the person requests
Use words like "discussed", "debated", "questioned", "enquired", "requested information on", and "tested their understanding" to describe discussions on untested ideas or general thoughts on topics.	Attribute details of discussions
Note where the Board considered relevant legal advice when making a decision and identify any privileged information (preferably include in an appendix)	Provide details of privileged information.

Do	Don't
Record incidents occurring at the meeting which may be significant	Record unrelated incidents

Annotations

Board and Committee papers will be archived in Diligent every six months (around April and October each year). When documents are archived, all annotations will be deleted such that the only official record of the meeting will be the Company copy of the papers and the signed minutes.

Annotations will not be deleted where:

- A Director has requested that annotations be kept because a matter is complex and involves significant risk;
- A Director has requested that annotations be kept because their requested changes to the official minutes were denied or
- There is a high degree of likelihood a matter may result in legal proceedings or legal proceedings have commenced.

APPENDIX 3 – CODE OF ETHICS, CODE OF CONDUCT

1. Code of Ethics

- The Directors shall always act honestly and in good faith, embracing the values of IRT.
- The fundamental values and principles to be adopted by Directors are:
 - Integrity
 - Leadership
 - Selflessness
 - Impartiality
 - Accountability
 - Openness
 - Honesty
 - Respect
- Directors must ensure scrupulous avoidance of deception, unethical practice or any other behaviour that is or might be construed as less than honourable in pursuing the mission of IRT.
- Directors must act following their fiduciary duties, complying with the spirit and the letter of the law, recognising both the legal and moral responsibilities of the role.

2. Code of Conduct

In addition to the IRT employee Code of Conduct and Code of Conduct for Aged Care Providers, Directors will:

- Declare all interests that could conflict between personal and organisational priorities.
- Disclose any related party interest where those interests could potentially lead to a conflict of interest. The onus is on the Director to draw the Board's attention to other official or private capacities where there may be a perception of conflict of interest. The Board will judge if it is appropriate for the Director to participate in the debate. (Refer to Conflict of Interest Guidelines).
- Use due care and diligence in fulfilling office functions and exercising their powers.
- Be diligent, attend Board meetings and devote sufficient time to preparation for Board meetings to allow for full and appropriate participation in the Board's decision-making.
- A Director will, in good faith, behave in a manner consistent with generally accepted procedures for the conduct of meetings at all meetings of the Board. This will include, but not be limited to:
 - Acting in a business-like manner;

- Acting following the Constitution;
 - Addressing issues in a confident and firm yet friendly manner;
 - Using judgement, common sense and tact when discussing issues;
 - Minimising chatter and irrelevant remarks;
 - Ensuring that others are given a reasonable opportunity to put forward their views (i.e. refraining from interruption or interjection when another Director or person is speaking); and
 - Respect any request or indication from the Chair that aims to secure the orderly and good-spirited conduct of the meeting.
- Seek to understand enough about the role and function of the Board to carry out the duties as Director appropriately.
 - Seek to understand enough about the business and the environment in which it operates to make reasonably well-informed contributions.
 - Be independent in judgement and actions and take all reasonable steps to be satisfied with the soundness of all decisions the Board takes.
 - Not disclose to any other person confidential information other than as agreed by the Board or as required under law.
 - Have appropriate regard for the legitimate interests of all stakeholders.
 - Not engage in conduct likely to bring discredit upon the IRT, making proper use of information acquired as a Director and not taking improper advantage of the position of Director.
 - Accept collective responsibility, outside of Board meetings, for the decisions approved by majority vote.
 - Refrain from actively opposing or impeding the implementation of a decision or engaging in public debate after a decision has been made whilst recognising a Director's right to pursue a review or reversal of a Board decision.
 - At all times, protect the reputation of IRT and not engage in activities that would bring it into disrepute.
 - Make every reasonable effort to ensure that IRT does not raise residents, clients or other stakeholders' expectations that cannot be fulfilled.
 - Meet its responsibility to ensure that all staff employed by IRT are treated with due respect and provided with a working environment or working conditions that meet all reasonable employment standards as defined in relevant workplace legislation or agreements.

3. Conflict of Interest Guidelines

Guidelines

The purpose of these Conflicts of Interest Guidelines is to protect the IRT's decision-making process, to enable the IRT community to have confidence in our integrity, and to protect the integrity and reputation of IRT Directors.

The standard behaviour at IRT is that all Directors scrupulously avoid conflicts of interest between the interests of the Board on the one hand and personal, professional and business interests on the other. This includes avoiding potential and actual conflicts of interest and perceptions of conflicts of interest. However, immediate and complete disclosures are of primary importance when potential and actual conflicts of interest occur.

Directors shall not, in their capacity as Directors:

- Seek or accept in connection with their duties as a Director any fee, favour, reward, gift or benefit likely to place them under an actual or perceived financial or moral obligation to other organisations or individuals.
- Use their Director position for personal profit, gain or advantage.

Conflicts between private interests and a Director's duty to act at all times in the best interest of IRT can, for example, arise when:

- A Director or immediate family stands to make a financial gain from or to be otherwise advantaged by a Board decision.
- A member or immediate family holds membership or ownership in another organisation likely to be affected by a Board decision.

Judgments regarding a conflict of interest can be complex, and the onus is on the Directors to record any issues or potential conflicts to ensure they are transparent and capable of review. If in doubt as to whether a conflict of interest may exist, the Director is encouraged to discuss the matter with the Chair, Company Secretary or the Group CEO. The Board will make the final determination.

The best way of managing a conflict of interest will depend on the nature and extent of the conflict. Still, it may include, for example, divestment, resignation, confidentiality agreements, exclusion from receiving related material, withdrawal from discussion and decision-making. Minor conflicts can be dealt with as they arise during Board or Committee business. The Board will resolve significant conflicts.

4. [Aged Care Code of Conduct](#)

1 Code of Conduct

When providing care, support and services to people, I must:

- (a) act with respect for people's rights to freedom of expression, self-determination and decision-making following applicable laws and conventions and
- (b) act in a way that treats people with dignity and respect, and values their diversity; and
- (c) act with respect for the privacy of people and
- (d) provide care, support and services safely and competently, with care and skill; and

- (e) act with integrity, honesty and transparency, and
- (f) promptly take steps to raise and act on concerns about matters that may impact the quality and safety of care, support and services, and
- (g) provide care, support and services free from:
 - (i) all forms of violence, discrimination, exploitation, neglect and abuse; and
 - (ii) sexual misconduct; and
- (h) Take all reasonable steps to prevent and respond to:
 - (i) all forms of violence, discrimination, exploitation, neglect and abuse; and
 - (ii) sexual misconduct.

2 Application to approved providers and aged care workers and governing persons of approved providers

- (1) The provisions of the Code of Conduct set out in clause 1 apply as if:
 - (a) The references to “care, supports and services” were references to care, including aged care and
 - (b) The references to “people” were references to care recipients and
 - (c) The reference to “I” was a reference to all of the following:
 - (i) an approved provider;
 - (ii) an aged care worker of an approved provider;
 - (iii) a governing person of an approved provider.
- (2) For the application of the provisions of the Code of Conduct set out in clause 1 to the provision of care, including aged care, to care recipients by a governing person of an approved provider (following subclause (1) of this clause), the provisions apply to the performance by the governing person of the responsibilities and functions of the governing person.

Note: For the definitions of **approved provider**, **aged care worker** of an approved provider, and **governing person** of an approved provider, see section 7 of the Commission Act

APPENDIX 4 – GROUP CEO RESPONSIBILITIES

Budgeting/Financial Planning

Budgeting/financial planning for any financial year or the remaining part of any financial year shall be designed to ensure the achievement of the Board-determined results. Accordingly, the Group CEO shall develop a budget that:

1. Contains significant information to enable:
 - (a) credible projection of revenues and expenses,
 - (b) separation of capital and operational items
 - (c) projection of cash flows, and
 - (d) disclosure of planning assumptions.
2. Does not create financial risk beyond Board-determined parameters.
3. Incorporates/accommodates medium to long-term financial plans/projections and long-term business direction.
4. Is designed to achieve a 'bottom line' that is not materially different from that determined by the Board, e.g. a predetermined surplus, acceptable deficit or balanced budget.
5. Ensures board-determined financial ratios are achieved.
6. Provides for current and future capital requirements such as future buildings.
7. Provides for the Board's developmental and other expenditures.
8. Plans for the Board-determined spread of revenue sources.
9. Provides transparency and does not disguise any audit trail.
10. Demonstrates responsible management of the organisation's assets.

Financial Conditions

The Group CEO shall not cause or allow the threat or development of financial harm, imprudent financial actions or decisions, or material deviation of expenditures from Board priorities.

Accordingly, the Group CEO shall:

1. Only use organisational funds, enter into any contracts or accept other liabilities to further the Board-approved purposes and priorities.
2. Not expend more funds than received in the financial year unless offset by Board approved borrowings or withdrawals from reserves.
3. Ensure undisputed invoices from suppliers of goods and services are paid within trade credit terms agreed with those suppliers.
4. Pay staff under their employment contracts.
5. Ensure that all purchases and commitments are within delegated authority levels as prescribed in the Delegations of Authority document.
6. Have a policy and practice on delegated authorities for capital, operational, cheque signatories, online transfers and signing of documents.

7. Not allow tax or other government payments or returns to be overdue or inaccurately filed.
8. Comply with Australian Accounting Standards.
9. Not acquire, encumber or dispose of real property without Board approval
10. Ensure there are limitations on expenditure and adequate controls on the use of credit or other purchase cards by card-holding staff.
11. Assertively pursue receivables overdue.

Investments

The Group CEO shall ensure investments are not invested in a manner that threatens the organisation's financial security. Therefore, the Group CEO shall:

1. Maintain sufficient liquidity to meet short to medium-term financial commitments.
2. Do Not invest in other than board-approved institutions or funds.

Strategy

The board works collaboratively with management to set IRT's strategic intention and direction. Once articulated, the CEO is responsible for developing the draft strategic plan for presentation to the Board. Once the Board approves, the CEO is accountable for implementing the strategy and ensuring that IRT's structure and processes support the strategy.

The CEO is also responsible for alerting the Board of any material issues impacting IRT's ability to implement the strategic plan.

A copy of AICD's Director Tool: [Role of the Chief Executive Officer](#) is provided as a supporting document.

Remuneration and Benefits

Concerning employment, compensation and benefits to employees, consultants, contract workers and volunteers, the Group CEO shall not in any way jeopardise IRT Group's financial integrity or good name in the community. Accordingly, the Group CEO shall not:

1. Change their remuneration.
2. Fail to regard the employee's skills and experience, negotiated salary scales, award rates and market conditions for such skills and expertise when establishing employee remuneration and benefits.
3. Create obligations that cannot be met over the projected period of the individual's term of employment or over a period for which revenues can realistically be projected.
4. Cause unfunded liabilities to occur or in any way commit IRT Group to benefits that incur unpredictable future costs except as otherwise provided by legislation or awards.

Protection of Assets

The Group CEO shall not allow IRT Group's assets to be unprotected, inadequately maintained or unnecessarily put at risk. Therefore, the Group CEO shall:

1. Ensure the process for collecting, receiving, or disbursing funds outside of controls is acceptable to the duly appointed auditor.
2. Ensure funds are deposited in only Board-approved institutions.
3. Ensure assets are insured for not less than is considered necessary (as defined by the Board/Audit Committee from time to time) for prudent risk management.
4. Ensure conflicts of interest are avoided in purchasing goods or services.
5. Ensure employees, relatives or their friends are prohibited from driving IRT Group's or rental vehicles on behalf of IRT if they do not hold a current driver's licence in the appropriate category or if their driving record or, in the case of non-employees, age causes the vehicle insurance to be restricted or be cancelled.
6. Ensure plant and equipment are not subjected to unauthorised or improper use, wear and tear or insufficient maintenance.
7. Ensure intellectual property, information, and files are protected from loss, improper use, improper purposes, or significant damage.
8. Ensure appropriate and adequate security systems are in place to safeguard against loss, damage or theft of staff, customers and IRT property.
9. Maintain an appropriate asset register.
10. Ensure the premises meet appropriate local and government standards and any other statutory or minimum code requirements.
11. Maintain a current assessment and evaluation of the risk factors that could conceivably disrupt IRT Group's effective and efficient operation and ensure that there are plans and systems that will allow business continuity in the event of disruptive events.

Operational and Corporate Risk

The Group CEO is responsible for reporting to the Board the following:

1. Developing business plans, budgets and strategies for consideration by the board and, to the extent approved by the board, implementing these plans, budgets and strategies;
2. Identifying and managing operational and corporate risks for the organisation and, where those risks could have a material impact on the organisation, formulating strategies for managing and mitigating those risks, including for consideration and endorsement (as applicable) by the board;

Emergency Group CEO Succession

To protect the Board from sudden or unexpected loss of its Group CEO's services, the Group CEO shall ensure that there is at least one person capable of assuming the Group CEO role and tasks and familiar with Board issues and priorities.

Treatment of Staff

Concerning the employment and treatment of staff and programme volunteers, the Group CEO shall ensure conditions are safe, fair and dignified, including as defined in various workplace Acts, e.g. Work Health and Safety Act, Fair Work Act, etc. Accordingly, the Group CEO shall:

1. Ensure written personnel policies are in place that make clear rules and personnel processes for staff and protect against unfair or unethical practices.
2. Ensure an approved and fair internal grievance process for employees and volunteers.
3. Implementing policies, processes and codes of conduct approved by the board and facilitating the monitoring and reviewing of, and reporting against, those policies, procedures and codes of conduct
4. Ensure staff have the right to bring a grievance to the Board when a staff member alleges that:
 - a) a Board policy has been violated to their detriment or
 - b) a Board policy does not adequately protect their human rights or
 - c) The correct internal channels have been exhausted.The appropriate channel for any such grievance is through the Chair.
5. Ensure that all staff members know their rights under this policy.

Treatment of Residents and Clients

Concerning interactions with residents/customers or all those applying to be residents/customers, the Group CEO shall not cause or allow conditions, procedures, or decisions that are unsafe, undignified, unnecessarily intrusive, or fail to provide appropriate confidentiality or privacy following relevant privacy laws. Accordingly, the Group CEO shall:

1. Ensure information for which no apparent necessity is not obtained.
2. Ensure that information that is collected, reviewed, transmitted or stored is done so in a manner that protects it against improper access.
3. Maintain facilities that provide a reasonable level of privacy.
4. Ensure that there are systems to provide information to residents/clients (and their advocates) regarding the services offered and their rights.

APPENDIX 5 – DIRECTOR INDUCTION PROCESS

A pre-board and post-board appointment induction process is provided on the organisation, the roles and responsibilities of the Board, financial management obligations, strategic priorities, goals and objectives.

Purpose

The purpose of the induction is to provide Board members with the information required to enable members to conduct their roles in a clear and structured manner. The induction is designed to provide information about IRT and the roles and responsibilities of the Board and Board members.

A structured Board induction is crucial to enable Directors to find answers to questions such as:

- What skills and knowledge do we bring to the table?
- What do we need to know and learn?
- How will we function as a Board?
- Within what principles will we operate?
- What resources are available?
- How often and where should we meet?
- How will we run our meetings?
- With whom and how will we communicate?
- What administrative systems will we require?
- Will we require outside advice on legal, planning and financial matters?
- What are our legal responsibilities?
- What decision-making and problem-solving techniques will we use?

To enable new Board members to feel an integral part of the Board as soon as possible, induction is essential to assist members to voice opinions and participate effectively.

While the Induction program includes a dedicated one-day initial session, support will continue to be provided over six months to ensure adequate time for the Board members to raise questions for clarification.

Induction of new Board members

It is recognised that even well-qualified Board members will take time to gain current and historical knowledge of the business. Each new Board member will receive pre- and post-appointment information to assist. It must be noted that in the planning of the induction, the experience levels of Board members will vary significantly on each appointment, with some having served on previous Boards and others being new to the Board environment. The levels of interest and expertise will also differ. A general Board induction checklist is provided in Annexure 1.

ANNEXURE 1 – DIRECTOR INDUCTION

Pre-Board Appointment	
	<ul style="list-style-type: none"> • Following discussion and agreement by the Board the potential incumbent will be contacted by the Chair (or delegate) for an informal meeting. The outcome of the meeting is discussed with the Board to determine next steps. • The Company Secretary will provide an electronic pack of information for the purpose of the meeting and will include: <ul style="list-style-type: none"> – Constitution – Board and Committee Charters and Annual Agendas – General Members Charter – Current Annual Report and Financial Statements – 40th Anniversary book (provides history of the organisation) – Location maps of IRT facilities.
Post-Board Appointment	
	<ul style="list-style-type: none"> • Following the required board decision, the Company Secretary will carry out the following regulatory checks and registrations: <ul style="list-style-type: none"> – Completion of Director Information Form – Completion of a Fit & Proper and Conflict of Interest Declaration – Assessment of Suitability Matters – Consent to act declaration – Director Identification Number – National Police Check – Insolvency Check – Banning Register Check – ASIC Registration – ACNC Registration – Other regulatory requirements as appropriate. • Induction program will be arranged by the Company Secretary.

SAMPLE DIRECTOR INDUCTION PROGRAM	
(The final program is determined and personalised in conjunction with incoming Directors)	
Meeting with EGM – Home Care and Retirement Living	<ul style="list-style-type: none"> • Overview of the portfolio • Business plan, strategy and performance goals, customer experience. • Overview of ITeC • Overview of Age Matters
Meeting with EGM – Aged Care Centres	<ul style="list-style-type: none"> • Overview of the portfolio • Business plan, strategy and performance goals, customer experience. • IRT Catering (Central Production Kitchen) • Learning & Development
Meeting with the Board Chair	<ul style="list-style-type: none"> • The role of the Board • Board Charter • Annual Agenda • Committee Representation • Strategy • CEO contract, performance

	<ul style="list-style-type: none"> • STI scheme • General Members • Strategic Advisory Committee overview • Role of Advisors
Meeting with Audit, Risk and Compliance Committee Chair	<ul style="list-style-type: none"> • Charter • Annual Agenda • Overview of the Committee • Challenges and recent items of focus
Meeting with Governance Committee Chair	<ul style="list-style-type: none"> • Charter • Annual Agenda • Overview of the Committee • Challenges and recent items of focus
Meeting with People, Safety and Culture Committee Chair	<ul style="list-style-type: none"> • Charter • Annual Agenda • Overview of the Committee • Challenges and recent items of focus
Meeting with Strategic Investments Committee Chair	<ul style="list-style-type: none"> • Charter • Annual Agenda • Overview of the Committee • Challenges and recent items of focus
Meeting with the Group CEO and Board Chair	<ul style="list-style-type: none"> • Industry insight and overview • Challenges and issues • Emerging trends and opportunities • IRT Group Strategy
Meeting with Company Secretary	<ul style="list-style-type: none"> • The regulatory environment • Governance • Risk Appetite • Completion of skills matrix, • Board training • COI declarations • Directors and Officers of Insurance • Diligent portal
Meeting with EGM – Strategy	<ul style="list-style-type: none"> • Overview of the portfolio • Business plan, strategy and performance goals, customer experience. • Communications functions • People & Culture functions • spIRT
Meeting with EGM – Finance	<ul style="list-style-type: none"> • Overview of the portfolio • Business plan, strategy and performance goals, customer experience. • IRT Catering • Group Budget • Industry benchmarking • Financial performance goals • Internal Audit & Risk functions • WHS functions
Meeting with EGM – Infrastructure and Technology	<ul style="list-style-type: none"> • Overview of the portfolio • Business plan, strategy and performance goals, customer experience.

POST INDUCTION REVIEW:

- A feedback form on the induction process will be provided to each new Director.
- The Company Secretary will seek feedback from each new Director approximately six months post-induction regarding any areas for subsequent follow-up and will arrange sessions with the respective Executive General Manager.