

# TAL Superannuation Limited

## Board of Directors Charter

Version: 3.1  
Effective: 7 May 2019  
Replacing: Version 3.0  
Next Review: by December 2021  
Approved by: TASL Board on 7 May 2019  
Policy Owner: Office of the Trustee

Version number	Effective date	Details
2.0	October 2008	New Charter.
2.1	July 2009	Annual review.
2.2	August 2010	Amended Charter to incorporate the Board Protocols and Policies, and changes to the how legal advice is provided to TAL Superannuation Limited.
2.3	September 2011	Charter amended following biennial review to: <ul style="list-style-type: none"> <li>incorporate company and superannuation fund name changes;</li> <li>ensure consistency with the newly created TASL Governance Oversight Policy;</li> <li>clarify the allocation of responsibilities between the Board and the Office of the Trustee; and</li> <li>clarify the primary purpose of core Board meetings.</li> </ul>
2.4	October 2011	Amended to reflect the following changes to Risk Management Strategy in the 2012 annual review: <ul style="list-style-type: none"> <li>remove the definition of 'Trustee Duties';</li> <li>change the Quarterly Trustee Review to a Bi-annual Trustee Review;</li> <li>change references to 'TAL' and 'TFL' to 'TAL Life' and 'TAL Finance' respectively;</li> <li>incorporate the new Administration Agreement; and</li> <li>other minor administrative changes.</li> </ul>
2.5	June 2013	Amended to comply with new APRA Superannuation Prudential Standards commencing on 1 July 2013.
2.6	April 2014	Charter amended to: <ul style="list-style-type: none"> <li>enable a person who is not the Managing Director of the TAL Group to be the Chair;</li> <li>change references to TAL Finance to TDG following 2013 TAL Group restructure; and</li> <li>incorporate the United Nations Principles of Sustainable Insurance, as they relate to the Fund.</li> </ul>
2.7	April 2015	Charter amended to comply with the independence, conflict and diversity requirements of FSC Standard 20 and other minor changes.
2.8	July 2015	Amended to incorporate comments from APRA in the 2015 Prudential Standards Compliance Review.
2.9	August 2015	Charter amended to change how the Chair's performance is reviewed under section 6.10.
2.10	March 2016	Board objectives and performance assessment amended to incorporate the formulation of TASL's strategy, and to reflect the retirement of Ms Templeman-Jones as a Director.
3.0	December 2018	Biennial review which included the key changes outlined in the report titled <i>Review of Governance Policies</i> that the Board considered on 20 November 2018.
3.1	May 2019	Amended to facilitate changes to the composition of the Board on 6 May 2019.

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## Purpose

*This Charter sets out the role, responsibilities, authority and membership of the Board of TAL Superannuation Limited, and the protocols for Board meetings.*

# 1. Definitions and Interpretation

## 1.1 Definitions

Unless the context indicates otherwise, the following definitions apply to this Charter:

<b>APRA:</b>	The Australian Prudential Regulation Authority.
<b>Board:</b>	The Board of Directors of the Company.
<b>Chair:</b>	The chairperson of the Board.
<b>Company or TASL:</b>	TAL Superannuation Limited ABN 69 003 059 407.
<b>Constitution:</b>	The constituent document of the Company.
<b>Corporations Act:</b>	Corporations Act 2001 (Cth).
<b>Directors:</b>	The directors of the Company.
<b>Disqualified Person:</b>	A person who is disqualified from managing a corporation pursuant to section 206B of the Corporations Act, or from being the trustee of a superannuation entity pursuant to section 120 of the SIS Act.
<b>FSC Standard 20:</b>	Financial Services Council Standard No. 20: <i>Superannuation Governance Policy</i> .
<b>Fund:</b>	The TAL Superannuation and Insurance Fund ABN 20 891 605 180.
<b>Independent Director:</b>	A Director who does not have any connection with the TAL Group in the manner set out in clause 6.6 of this Charter.
<b>Member:</b>	A person who has been admitted as a member under the trust deed of the Fund and any other person having a beneficial interest in the Fund.
<b>Obligations:</b>	Includes the Company's duties as trustee of the Fund, the conditions of its Australian Financial Services and RSE Licences, the Regulatory Obligations, and the industry standards and key policies that the Company has adopted.
<b>Office of the Trustee:</b>	An independent office established by the Board on 29 October 2007 which is governed by a Charter issued in October 2008, as amended.
<b>Prudential Standard</b>	Superannuation Prudential Standard SPS 510 'Governance'.
<b>Regulatory Obligations:</b>	An obligation under the SIS Act, the Corporations Act, and any other legislation or subordinate legislation which regulates the operation of the Company or the Fund.
<b>Responsible Person:</b>	Has the same meaning as in Superannuation Prudential Standard SPS 520 'Fit and Proper'.
<b>RSE Licence:</b>	The RSE Licence issued to the Company by APRA under section 29D of the SIS Act on 5 January 2006.
<b>Shareholder:</b>	TAL Distribution Holdings Limited.
<b>Solicitors' Conduct Rules</b>	The Legal Profession Uniform Law Australian Solicitors' Conduct Rules 2015.
<b>SIS Act:</b>	Superannuation Industry (Supervision) Act 1993 (Cth).
<b>TAL Group:</b>	TAL Dai-ichi Life Australia Pty Limited and its subsidiaries, including, as relevant, the Company, the Shareholder and TDG.
<b>TDG:</b>	TAL Dai-ichi Group Pty Limited.

## 1.2 Interpretation

A reference to any statute or other subordinate legislation includes all laws and other legislation changing, consolidating or replacing them, and includes all laws, regulations, modification orders and other instruments issued under the statute or law.

A reference to a document includes all documents amending or replacing that document.

All matters which are stated as being included in (or examples within) the scope of an expression do not limit the scope and generality of that expression.

The singular includes the plural and the plural includes the singular.

Other parts of speech and grammatical forms of a word or phrase defined in this Charter have a corresponding meaning.

Unless noted otherwise, a reference to a section is a reference to a section of this Charter.

When an action must be completed “as soon as circumstances permit”, the action must be done soon but it is permissible to do other things first if the delay is justifiable in the circumstances.

## 2. Role of the Board

The Company must respect the rights and act in the best interests of Members, and is accountable to them for the prudent management of the Fund. The Prudential Standard states<sup>1</sup>: “The Board is ultimately responsible for the sound and prudent management of an RSE licensee’s business operations.”

## 3. Responsibilities of the Board

The key responsibilities of the Board are set out in Appendix 1.

The Board may take any action incidental to the exercise of its responsibilities subject to the limitations in regulations 7.2 and 7.3 of the Constitution. In this regard, the Directors may exercise the powers of the Company except powers:

- required to be exercised by a general meeting or by TDG; or
- where the Shareholder’s prior written approval is required.

## 4. Objectives of the Board

The Board has established the following objectives to support its role and responsibilities:

- facilitate the sound and prudent management of the Company as trustee of the Fund in the interests of Members;
- adopt the overall strategy for the Company and ensure reporting against this strategy;
- ensure the Company meets all its Obligations; and
- assess senior management performance against agreed criteria, including the effectiveness of risk controls.

The Board will discuss its performance against these objectives at the end of each meeting.

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<sup>1</sup> Prudential Standard at paragraph 8.

## 5. Charter Review

The Board will review this Charter on at least a triennial basis. The Office of the Trustee will facilitate this review.

## 6. Board Membership

### 6.1 Appointment, removal and replacement

Subject to the SIS Act and the Company complying with its Obligations, TDG may, with the advice and consent of the Chair (see section 6.12), appoint, remove or replace a Director by giving written notice to the Board.

### 6.2 Composition

Subject to the Constitution, the Board must consist of a minimum of three Directors, of which the majority must be both:

- ordinarily resident in Australia;<sup>2</sup> and
- Independent Directors.<sup>3</sup>

### 6.3 Responsibilities of a Director

A Director must comply with their legal duties and responsibilities, some of which are set out in Appendix 2.

### 6.4 Chair

TDG may appoint, remove or replace the Chair by giving written notice to the Board.

The Chair:

- must, subject to clauses 6.5 and 6.6, be an Independent Director<sup>4</sup>;
- may vote in Board decisions and has a casting vote; and
- must comply with their roles and responsibilities as set out in Appendix 3.

If the Chair is absent from a meeting and no acting Chair has been appointed, the Directors present at the meeting will elect an Independent Director to be the Chair for that particular meeting.

### 6.5 General qualifications of Directors

- (a) A person may only be a Director if they satisfy the following requirements:
- they are not a Disqualified Person;
  - they are not a person set out in clause 6.5(b);
  - they allow the Company to meet the fit and proper standards set out in Superannuation Prudential Standard SPS 520 Fit and Proper;
  - they allow the Company to meet the independence standards set out in the Prudential Standard; and
  - they have consented to act as a Director before being appointed.
- (b) A person cannot be appointed a Director if:

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<sup>2</sup> Prudential Standard at paragraph 20. A person may be considered 'ordinarily resident' if they are likely to be in Australia for a majority of days in any 12-month period.

<sup>3</sup> FSC Standard 20 at paragraph 8.1(a).

<sup>4</sup> FSC Standard 20 at paragraph 8.1(c).

- the person was a member of an audit firm or a director of an audit company and served in a professional capacity in the audit of the Company or the Fund, until at least two years has passed since they acted in that capacity;
- the person was an employee of an audit company, other than a director of the audit company and acted as the 'lead auditor' or 'review auditor' in the audit of the Company or the Fund, until at least two years has passed since they acted in that capacity; or
- the person was, or is, a director of the audit company or a member of the audit firm that was, or is, responsible for the audit of Company and there is already another person employed as a director or senior manager of the Company who was a director of the audit company or a member of the audit firm, at a time when the audit company or audit firm undertook an audit of the Company or the Fund at any time during the previous two years.

## 6.6 Independent Directors

A Director will qualify as an Independent Director where the Director is not an employee of the TAL Group and who:

- does not have a substantial holding<sup>5</sup> in the TAL Group or is not an officer of such a company, or otherwise associated directly or indirectly with a person having a substantial holding in the TAL Group;
- within the last three years, has not been employed in an executive capacity by the TAL Group or been a director of the TAL Group after ceasing to hold any such employment;
- has not within the last three years been a principal or employee of a material professional adviser or a material consultant to the TAL Group;
- is not a material supplier or customer of the TAL Group or an officer of, or otherwise associated directly or indirectly with, a material supplier or customer of the TAL Group;
- has no material contractual relationship with the TAL Group; and
- is free from any interest and any business or other relationship which could, or reasonably could be perceived to, materially interfere with the Director's ability to act in the best interests of Members<sup>6</sup>.

For the purposes of clarity and avoidance of doubt:

- an independent director of the Shareholder, TDG or another parent company of TASL cannot also be treated as an Independent Director of TASL; and
- a person ceases to be an Independent Director after nine years of cumulative service as a Director.

## 6.7 Term

Once appointed pursuant to clause 6.1, a Director will remain in office until their term ceases under the Board's Renewal Policy as set out in clause 6.12 unless one of the following circumstances occurs first:

- the expiry of a fixed term notified to the Director by TDG on their appointment;
- the Director dies;
- the Director suffers from a mental incapacity;
- TDG and the Company receive the Director's written resignation;
- the Director becomes a Disqualified Person; or
- TDG removes the Director by written notice to the Board.

## 6.8 Fees

Directors are entitled to receive remuneration as determined from time to time by the Board and in accordance with the Company's Remuneration Governance Policy.

<sup>5</sup> As defined in the Corporations Act at section 9.

<sup>6</sup> FSC Standard 20 at paragraph 8.2.3(a).

## 6.9 Standard of Conduct

A Director must comply with the following standards of conduct prescribed by the TAL Group and adopted by the Company:

- the individual fitness and propriety of Responsible Persons;
- the collective fitness and propriety of the Board;
- the day-to-day ethical and professional conduct of Responsible Persons;
- managing, controlling or avoiding conflicts of interest and/or duty; and
- protection for whistle-blowers.

## 6.10 Performance reviews

The performance of the Board and each individual Director must be reviewed at least annually.

The process for conducting the Board's performance review, including the criteria against which the Board's performance will be judged, will be set by the Board. These criteria should include the Company's performance against its overall strategy.

Where a Board performance review is not externally facilitated, Director performance assessments will be conducted by the Chair or the chairperson of the TAL Group Board.

## 6.11 Diversity Policy

- (a) The Company recognises that diversity is an economic driver of competitiveness because it helps the Board to:
  - better understand Members' current needs and future expectations;
  - deliver improved customer experience and financial performance; and
  - contribute to a stronger corporate reputation for the TAL Group.
- (b) The Company seeks to attract a diverse pool of suitably skilled Directors. While all aspects of diversity and inclusion will be considered when assessing a potential Director's skills and experience mix, all appointments will be based on merit.
- (c) As a member of the TAL Group, the Company's objective is for equal gender representation in all roles. To achieve this objective, it is expected that there will be at least one female candidate on the selection shortlist for every Director role that is offered.
- (d) The Board will also use its best endeavours to ensure that the Company's suppliers and outsource service providers have a diversity policy in place which is consistent with the Corporate Governance Principles and Recommendations as published by Australian Securities Exchange from time-to-time.
- (e) The Company will report on its compliance with paragraphs (c) and (d) in the Fund's annual report.

## 6.12 Renewal Policy

- (a) The maximum tenure of a Director is nine years on a 3+3+3 basis.
- (b) Approximately one year before the expiry of a Director's three-year term, the Chair will meet with TDG to decide whether the Director should be reappointed for another three-year term. The Chair will notify the Director of TDG's determination.
- (c) Factors that the Chair and TDG may consider during the reappointment process would include:
  - the need for fresh ideas on the Board;
  - the benefits of maintaining corporate memory and a stable Board;
  - the fitness and propriety of the Director; and
  - the Director's attendance at and participation in Board and committee meetings.
- (d) This Renewal Policy commenced on 1 July 2015 and the table on the next page sets out how it applies to Directors:

Director	Appointed	Fixed term expires	First term ends	Second term ends	Final term ends
Mr Lewinsky	1/5/14	NA	1/5/17	1/5/20	1/5/23
Ms Ramwell	1/10/14	1/10/17	1/10/17	1/10/20	1/10/23
Mr Helmich	6/5/19	NA	6/5/22	6/5/25	6/5/28

## 7. Conflict Management

- (a) Each Responsible Person must comply with the Company's Conflict Management Policy.
- (b) A Director may accept or hold a directorship of another superannuation fund trustee where the Company and the other trustee objectively, reasonably and sensibly can not be seen to be competing to attract the same membership.

## 8. Company Secretary

The Company Secretary must comply with their roles and responsibilities as set out in Appendix 4.

## 9. Office of the Trustee

The Charter for the Office of the Trustee sets out those roles and responsibilities of the Company (as trustee of the Fund) which are facilitated by the Office of the Trustee. The Office of the Trustee is staffed by the Trustee Advocate who performs the functions of the Office of the Trustee. The Trustee Advocate or their delegate must attend all Board meetings.

## 10. Meetings

### 10.1 Frequency of meetings

The Board must meet at least four times per year. The Chair can call a meeting at any time by giving reasonable notice to all other Directors and the Trustee Advocate.

### 10.2 Attendance

Directors may attend meetings in person or by electronic means (including telephone).

The Trustee Advocate or their delegate must attend all Board meetings in person or by electronic means (including telephone).

The Chair may invite any management representatives, advisers, consultants and others as he / she thinks fit to attend Board meetings and provide such reports and information as the Board requires. Non-Board members do not have the right to vote or ask questions and may be asked to withdraw for all or part of any meeting.

### 10.3 Quorum

- (a) The quorum of any Board meeting is at least two Directors.

- (b) A quorum of the Board is only satisfied if Independent Directors, including the Chair, constitute a majority of Directors voting at the relevant meeting.<sup>7</sup>

## 10.4 Conduct of Meetings

Each meeting will proceed on the basis that all papers have been read in advance.

If a Director has any questions or issues arising from the papers, the Director should use their best endeavours to raise these with the Trustee Advocate before the meeting so that the Trustee Advocate can obtain any information required and answer these questions and issues in the meeting.

Each Director must keep Board information, discussions, deliberations, and decisions that are not publicly known, confidential.

## 11. Board Papers and Supporting Materials

### 11.1 Ownership and use

Board papers and supporting materials are the property of the Company. Any information provided to the Board may only be released where proper authority to do so exists and strictly in terms of that authority.

At the conclusion of all Board meetings, each Director will hand all paper copies of Board papers and supporting materials to the Company Secretary.

The Company Secretary will ensure that electronic versions of Board papers and supporting materials are prepared and circulated in a secure format to prevent unauthorised alteration or erasure.

### 11.2 Issuing Board Papers

Board papers will generally be issued to Directors no later than one week prior to each meeting. Late Board papers may be issued up to twenty-four hours prior to a meeting with approval of the Chair.

## 12. Delegation of Powers

### 12.1 Delegation of responsibilities

Subject to the Company's Obligations, the Board may, by written instrument,<sup>8</sup> delegate the day-to-day performance of its responsibilities to:

- the Office of the Trustee; and
- an employee of the TAL Group who has been seconded to the Company for that purpose.

### 12.2 Board Committees

The Board may establish a committee under regulation 7.5 of the Constitution.

If the Board establishes a committee that has responsibility for an activity that has the potential to materially impact:

- on the interests or reasonable expectations of Members; or
- to the long term financial soundness of the Company or a 'connected entity',<sup>9</sup>

the Company must ensure that only a Director holds the position of chair on that committee.<sup>10</sup>

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<sup>7</sup> FSC Standard 20 at paragraphs 8.1(b) and 8.4.

<sup>8</sup> Prudential Standard at paragraph 9.

<sup>9</sup> As that term is defined in section 10 of the SIS Act.

<sup>10</sup> Prudential Standard at paragraph 11.

## 13. Circular Resolutions

### 13.1 Matters which can be dealt with by circular resolution

Subject to approval of the Chair, a circular resolution which complies with section 248A of the Corporations Act may be used to deal with an urgent matter that:

- cannot reasonably wait until the next scheduled Board meeting; and
- is not controversial and is routine in nature.

## 14. Independent Professional Advice

### 14.1 Access

A Director may seek independent professional advice (including but not limited to legal, accounting and financial advice) at the Company's expense on any matter connected with the discharge of his / her responsibilities, in accordance with clause 14.2.

### 14.2 Process for requesting advice

- (a) The Director must seek the prior approval of the Chair.
- (b) In seeking such prior approval, the Director must provide details of:
  - the nature of and reasons for the independent professional advice to be sought;
  - the likely cost of obtaining the independent professional advice; and
  - details of the independent adviser the Director proposes to instruct.
- (c) A draft version of the advice must be made available to other Directors for review and comment before it is settled in final form.
- (d) The approval of the Chair must not be unreasonably withheld.

## 15. Group Policies

The Company and the Office of the Trustee can use policies and functions of the TAL Group if:

- the Board approves the Company and the Office of the Trustee's use of policies and functions of the TAL Group; and
- the Board determines that policies and functions of the TAL Group give appropriate regard to the Company and the Office of the Trustee's operations and specific requirements.

## 16. Decision-making Principles and Guidelines

The Board will endeavour to exercise the Company's powers, duties and discretions as trustee of the Fund in a manner which has a positive impact on society, within the framework of its duties as trustee of the Fund.

### 16.1 Paramount principles

When exercising its duties, powers and discretions, the Company will comply with its duties as trustee of the Fund, act in a bona fide manner and give genuine consideration to the best interests of Members.

### 16.2 Additional guidelines

Subject to the paramount principles in clause 16.1, the Company may also have regard to the impact that the exercise of a duty, power or discretion may have on the community, suppliers, the natural environment, employees of the TAL Group and the Shareholder.

# Appendix 1

## The Key Responsibilities of the Board

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The key responsibilities of the Board include:

### Director's Duties

- Understand and comply with the Company's Obligations, and the duties and obligations imposed on Directors by law.
- Comply with the standards of conduct in clause 6.9.

### General Business

- Ensure that the operations of the Company and Office of the Trustee are soundly and prudently managed.
- Review and monitor the financial position of the Company and the Fund, and ensure that appropriate accounts, audit and financial controls are maintained.
- Ensure that proper records are maintained and that record management complies with regulatory requirements.
- Ensure that required reports are prepared, audited (as required) and delivered to Members and relevant regulators.

### Skills<sup>11</sup>

- Ensure that the Directors and the Office of the Trustee, collectively, have the full range of skills needed for the effective and prudent operation of the Company and the Office of the Trustee.
- Ensure that each Director has skills that allow them to make an effective contribution to Board deliberations and processes.
- Ensure that the Directors, collectively, have the necessary skills, knowledge and experience to understand the risks of the Company's operations, including its Obligations, and to ensure that the Company's operations are managed in an appropriate way taking into account these risks.

### Governance

- Ensure that governance processes are in place to support the Board decisions about the direction and management the Company and the Fund in accordance with the duties of the Company and the Directors.
- Ensure that the Company's processes and systems do not constrain or impede a prospective, current, or former officer, employee or contractor of the Company, whether by confidentiality clauses or other means, from disclosing information to APRA, from discussing issues with APRA of relevance to the management and prudential supervision of the Company, or from providing documents under their control to APRA, that may be relevant in the context of the management and prudential supervision of the Company.<sup>12</sup>

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<sup>11</sup> Prudential Standard at paragraph 10.

<sup>12</sup> Prudential Standard at paragraph 69.

## Risk Management and Compliance

- With the assistance of the Office of the Trustee, satisfy itself that there are systems in place for compliance with the Fund's governing rules and the Company's Obligations, and that these systems are up to date and operating effectively.
- With the assistance of the Office of the Trustee, satisfy itself that there is an appropriate risk management framework, robust control environment and appropriate disclosure arrangements.
- With the assistance of the Office of the Trustee, ensure that there are systems in place to ensure the Board is aware of major regulatory changes that may affect the Company or the Fund.
- Review compliance and risk management systems to ensure that they are up to date and operating effectively.
- Monitor and ensure that any compliance issues that arise are appropriately addressed.
- Ensure that Directors and the Company are adequately insured through the TAL Group's insurance program.
- Report matters of relevance to the Company's Audit, Compliance and Risk Management Committee (in particular, the fiduciary risk that the Company is exposed to).

## Superannuation Trustee Obligations

- Review and approve new or amended governing documents for the Fund.
- Review and respond to communications with regulators.
- Prepare and lodge regulatory returns with the relevant regulator, including APRA returns.
- Provide superannuation benefits to Members as prescribed by the Fund's governing rules.
- With the assistance of the Office of the Trustee, satisfy itself that appropriate systems are in place to ensure that disclosure obligations are complied with.
- With the assistance of the Office of the Trustee, satisfy itself that appropriate systems are in place to ensure that complaints handling obligations are complied with.

## Delegates and Service Providers<sup>13</sup>

- Ensure the proper selection and appointment of appropriate delegates and service providers (with appropriate succession arrangements) to provide the Board with technical skills and advice.
- Ensure that regular reporting mechanisms are in place for Board committees, delegates, the Office of the Trustee and service providers so the Board can monitor their activities.
- Review (and where necessary act upon) the reports from Board committees, delegates, the Office of the Trustee and service providers.
- Provide any auditor of the Company or the Fund with the opportunity to raise matters directly with the Board.<sup>14</sup>
- Ensure that the Company's internal policy and contractual arrangements do not explicitly or implicitly restrict or discourage auditors or other parties from communicating with APRA.<sup>15</sup>

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<sup>13</sup> Prudential Standard at paragraph 9.

<sup>14</sup> Prudential Standard at paragraph 14.

<sup>15</sup> Prudential Standard at paragraph 69.

# The Key Responsibilities of a Director

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## As a director of a company generally

Each Director must:

- act in good faith, in the best interests of the Company and for a proper purpose;
- not misuse their position as a Director to gain an advantage for themselves or someone else, or cause detriment to the Company;
- not misuse information that they have obtained because they are, or have been, a Director to gain an advantage for themselves or someone else or cause detriment to the Company;
- act with the degree of care and diligence that a reasonable person would exercise if they were a Director which requires, among other things, having adequate knowledge of the Company and the Fund, regularly attending Board meetings, and ensuring coverage of major risk/compliance areas;
- managing conflicts of interest and / or duty, including notifying other Directors of a material personal interest or a duty in a matter that relates to the affairs of the Company;
- preventing insolvent trading; and
- be available to meet with APRA on request.<sup>16</sup>

## As a director of a company that acts as a trustee of a superannuation fund

Each Director must:

- exercise, in relation to all matters affecting the Fund, the same degree of care, skill and diligence as a prudent superannuation fund director would exercise in relation to a fund where he or she is a director of the trustee of the fund and that trustee makes investments on behalf of the fund's beneficiaries;
- perform the Director's duties and exercise the Director's powers as director of a corporate trustee in the best interests of the Members;
- where there is a conflict between the duties of the Director to the Members, or the interests of the Members; and the duties of the Director to any other person or the interests of the Director, the Company or an associate of the Director or the Company:
  - give priority to the duties to and interests of the Members over the duties to and interests of other persons;
  - ensure that the duties to the Members are met despite the conflict;
  - ensure that the interests of the Members are not adversely affected by the conflict; and
  - comply with the Company's Conflict's Policy in relation to conflicts;
- not enter into any contract, or do anything else, that would:
  - prevent the Director from, or hinder the Director in, properly performing or exercising the Director's functions and powers as director of the Company; or
  - prevent the Company from, or hinder the Company in, properly performing or exercising the Company's functions and powers as trustee of the Fund; and
- exercise a reasonable degree of care and diligence for the purposes of ensuring that the Company carries out the covenants in section 52 of the SIS Act.

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<sup>16</sup> Prudential Standard at paragraph 13.

## **As a director of a company that acts as a trustee generally**

Each Director may also have a personal obligation to discharge any liabilities the Company has incurred while they were a Director if:

- the Company has not and cannot itself discharge the liability; and
- the Company is not entitled to be fully indemnified out of Fund assets because of a breach of trust by the Company, the Company acting outside the scope of its powers as trustee or a limitation of the Company's right to be indemnified in the Fund's governing rules.

## Appendix 3

# The Role and Responsibilities of the Chair

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The Chair is responsible for:

- providing leadership to the Board;
- chairing the Company's Board meetings;
- approving the agenda for Board meetings;
- facilitating the effective organisation and work of the Board, and discussion to ensure that the significant issues facing the Company are addressed in a timely manner;
- monitoring the performance of the Board, the mix of skills of Directors and the effectiveness of individual contributions;
- mentoring individual Directors as and when required;
- ensuring decisions of the Board are implemented as intended; and
- other usual chairperson duties.

## Appendix 4

### **The Role and Responsibilities of the Company Secretary**

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The Company Secretary is responsible for:

- circulating the agenda, Board papers and supporting materials for each Board meeting to all Directors, the Trustee Advocate and any other person advised by the Chair;
- preparing and circulating the minutes of each Board meeting within one month of the meeting;
- maintaining a complete set of Board papers and minutes at the Company's head office;
- preparing for and attending any annual and extraordinary general meetings of the Company;
- ensuring that the Company complies with its corporate law obligations;
- facilitating advice by the TAL Group Chief General Counsel to Directors on corporate governance principles and the Directors' regulatory and statutory obligations;
- keeping statutory records up to date;
- ensuring compliance with the Constitution;
- reporting to the Board on the documents executed under a Power of Attorney or executed in accordance with Section 127 of the Corporations Act; and
- other usual company secretarial duties.