

CBM AUSTRALIA LTD BOARD CHARTER

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Document Approval and Review

Approved by: CBM AUSTRALIA BOARD

Maintained by: COMPANY SECRETARY

Approval date: MAY 2024

Review date: MAY 2027

CBM Australia, together with CBM Global, works alongside people with disabilities in the world's poorest places to fight poverty and exclusion and transform lives. Drawing on over 115 years' experience and driven by Christian values, CBM Australia works with the most marginalised people globally to:

- break the cycle of poverty and disability;
- treat and prevent conditions that lead to disability; and
- build inclusive communities where everyone can enjoy their human rights and achieve their full potential.

The latest CBM Australia annual report (<https://www.cbm.org.au/annual-reports>) provides detail on the reach and impact of CBM Australia programs.

CBM Global works in over 20 countries, investing in long-term authentic partnerships with the Disability Movement and multiplying impact by delivering a combination of inclusive community-based programs, advocacy for national and global policy change and inclusion advice to other organisations.

Our Vision

An inclusive world in which all people with disabilities enjoy their human rights and achieve their full potential.

Our Mission

Fighting to end the cycle of poverty and disability.

Our Values

We champion Inclusion.

We strive for Justice.

We pursue Excellence.

We embrace Partnership.

We live with Integrity.

Our Charter

CBM Australia Limited is a company limited by guarantee and registered charity, and acts in accordance with its constitution and Australian legislation. The CBM Australia Board ("the Board") sets, leads, and reviews CBM Australia's Vision, Mission and Values, Budgets, Policies and Strategic Plan.

The Board leads CBM Australia through:

- a humble attitude and servant leadership;
- living out the values in action, including through decision making;
- a focus on proactive, visionary and strategic leadership;
- encouragement of diversity of view and appropriate management of interests;
- the building and sustaining of healthy relationships; and
- clear delineation of Board and Management roles.

The Board delegates management authority to the Chief Executive Officer, the Board's sole management appointee, while the Board retains the role of monitoring and assessing management's performance in achieving all budgets, policies and strategies approved by the Board. The Board Chair and the CEO provide the normal channel of communication between the Board and the staff of CBM Australia.

The Board will direct and empower the organisation through the careful establishment of broad, written policies. These policies will focus on the intended long-term effects, not on the administrative or programmatic means of attaining those effects.

The Board will cultivate a sense of group responsibility. Accordingly, the Board as a whole will be responsible for excellence in governance; not substituting the judgment of individual members or Board committees for the judgment of the Board; allowing no officer, member, or Committee of the Board to hinder or serve as an excuse for not fulfilling group obligations.

The Board will be intentional about evaluating itself at every meeting and specifically through regular Board review processes.

The Board will review this Board Charter and associated Appendices regularly, ideally following Board review, and not less than every three years.

Board Recruitment and Induction

Board recruitment is subject to the following screening and reference checks:

- a. Provision of Director Identification Number
- b. Satisfactory National Police Check
- c. International Police Records Check (if applicable, having lived overseas in the prior 5 years)
- d. ASIC Disqualified Persons Check (name check)
- e. Counter Terrorism proscribed lists Check (name check)
- f. Satisfactory report from personal/professional referees as provided, where sought
- g. Consent to act as a Director authorisation
- h. Acknowledgment and acceptance of CBM Australia's Statement of Christian Identity (Appendix 9)

All new Board Directors participate in an induction program which covers strategic, financial and risk management aspects of the operation of CBM Australia. Introduction is also provided to the work of the CBM Global Federation.

Board Review

Regular Board appraisal is recommended and managed by the Board Development & Human Resources Committee. The expected interval is 12 to 18 months. The nature of the review undertaken has elements of peer review and whole of Board performance review. The use of an external consultant facilitator is standard.

Board Directors have access to continuing education options supported by CBM Australia, while having responsibility for determining their own training/professional development plan.

Board Liability Insurance

Directors and Officers Insurance is now termed Management Liability Insurance. Management Liability cover is maintained at an appropriate level and certificates of currency are provided on request.

Board Travel

Travel undertaken by Board Directors solely on behalf of CBM Australia is covered by CBM Australia. For attendance at domestic Board meetings, the recommendation is that Board Directors retain control via booking themselves with prompt reimbursement following. For any CBM Australia related travel outside of Australia, the recommendation is that the booking is via the Company Secretary/nominated CBMA staff. In any instance, particular arrangements can be negotiated by prior agreement.

Travel for multiple organisations or added private travel will also arise from time to time, and negotiated arrangements are expected prior to booking. Travel insurance is provided by CBM Australia for Board Directors for their CBM travel. This cover does not extend to non-CBM arrangements (eg: a holiday following a CBM engagement). Any accompanying non-CBM traveller/s must be paid for by the Board Director for any costs above what would apply for the Director travelling alone. Travel insurance for CBM Australia Board Directors does not extend to accompanying non-CBM travellers for any travel component.

The domestic class of travel is restricted economy. The international class of travel is economy by default, while long haul travel may be approved at a higher level subject to individual agreement.

Health, safety and security during travel are covered by CBM Australia procedures and requirements, applicable to all CBM Australia travel participants. This includes requirements to check in with CBM Australia while travelling.

Register of Interests

Pre-commencement and at every Board meeting, Directors are required to declare any interest relating to the particular Agenda and/or to CBM generally. A register of interests is maintained by the Company Secretary and included in every set of Board papers. At all times, Directors must comply with the CBM Australia Conflict of Interest Policy (Appendix 12).

Code of Conduct and Safeguarding Obligations

Board Directors sign and adhere to the CBM Australia Statement of Integrity (specific to Board, Appendix 8), the CBM Australia Code of Conduct (Appendix 10), and the CBM Australia Safeguarding Commitment (Appendix 11).

Pre-commencement police and other checks are renewed before the commencement of every subsequent term (every 3 years) or otherwise before expiry.

BOARD CHARTER Appendix 1: Board Director Position Description

AUTHORISED BY: BOARD
APPROVAL DATE: MAY 2024
MAINTAINED BY: COMPANY SECRETARY
REVIEW DATE: MAY 2027

Role: CBM Australia Board Director
Reports to: CBM Australia Board
Position type: Voluntary, agreed expenses met
Location: Melbourne and remote
Date last revised: May 2024

Our Vision

An inclusive world in which all people with disabilities enjoy their human rights and achieve their full potential.

Our Mission

Fighting to end the cycle of poverty and disability.

Our Values

We champion Inclusion.

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Our Current Board and Committees

Chair: Andrew Ellis (Appendix 2, Chair PD)

Deputy Chair: Elizabeth Lucas (Appendix 3, Deputy Chair PD)

Directors: Alex Phillips, Sarah Bearup, Elizabeth Lathlean, Mick Turnbull

Company Secretary: Trudy Skilbeck

Board Committees: Finance & Audit (Appendix 4); Board Development & Human Resources (Appendix 5); Programs (Appendix 6); Community Engagement & Fundraising (Appendix 7)

Tenure

A Board Director candidate will first serve a guest period, as agreed, to enable good fit to be mutually determined. A minimum guest period would include guest attendance at one Board meeting.

In accord with the Constitution, a confirmable Board Director must first be elected to the CBM Australia Membership¹, and would expect to be elected initially to a Board casual vacancy². These steps are taken by the Board itself. Directors are then elected by the CBMA Members for a three year term (from the relevant Annual General Meeting), renewable for a further two three year terms³.

Board Directors are assessed by the Board Development and Human Resources Committee in connection with any Board Review undertaken and prior to any nomination for a further term.

Responsibilities and Expectations

The responsibilities of Board Directors include:

- a. proactive participation in designing, implementing, reviewing and evolving the Board's structure and governance processes and ways of working;
- b. provision of strategic leadership by working alongside other Board Directors and Senior Management to develop, engage with, review and evolve CBM Australia's strategic planning, with alignment to budget approval and assessment of financial performance and condition;
- c. keeping up to date with developments in NGO governance and issues management;
- d. serving on two Board Committees, unless a special arrangement to serve on one Committee only is agreed by the Board Chair;
- e. proactive review of Board and Board Committee papers as part of comprehensive prior preparation for meetings;
- f. proactive participation in discussion, debate and shared responsibility for decision making, including ensuring that the financial and business model structuring of CBM Australia will adequately support current and future strategic needs.

The expectations of Board Directors include:

- compliance with the CBM Australia Board Charter and with the CBM Australia Code of Conduct (Appendix 10);
- supporting the CBM Australia Statement of Christian Identity (Appendix 9)
- being able to articulate CBM Australia's Vision, Mission, Values, strategic direction and achievement, and publicly supporting these;
- being aware of and avoiding, where possible, or disclosing, any conflict of interest (Appendix 12 and clause 19, CBM Australia Ltd Constitution)
- setting aside not less than one day a month for preparation and review of meeting papers and participating in Board and Board Committee meetings;
- participating in any directed Board member training and committing to self-directed ongoing personal and professional development;

¹ cl 11.3 (a)(ii) CBM Australia Ltd Constitution

² cl 11.6 CBM Australia Ltd Constitution

³ cl 11.5 CBM Australia Ltd Constitution

- willingness to attend (virtual is expected) CBM Global General Meetings on behalf of CBM Australia, where agreed;
- willingness to travel to a CBM Australia funded project (as and when possible) at least once during Board director tenure.

Relationships and Commitments

The individual Board Director is accountable, via the Board as a whole, to the Members, and has no authority to act on behalf of the organisation as an individual except by specific delegation from the Board.

The Board as a whole is accountable to a range of stakeholders and 'moral owners', including CBM Australia Members, supporters, partners, beneficiaries, and relevant regulatory and government authorities.

Internationally, CBM Australia is a Member of CBM Global and may enter into partnership arrangements with other CBM entities. CBM Australia nominates one of its Board Directors to be a member of the CBM Global Board; that nominee then acts as a governance leader of CBM Global with responsibility to CBM Global. CBM Australia's membership of CBM Global is represented by a CBM Australia Board Director in attendance at any CBM Global General Meeting of Members. That CBM Australia representative to a CBM Global General Meeting will not be the same person as the CBM Australia nominee to the CBM Global Board, unless otherwise agreed by the CBM Australia Board.

The CBM Australia Board meets at least 4 times a year in Melbourne (or virtually as necessary) and each Board Committee has at least 2 virtual meetings a year.

Upon resignation or retirement from the Board, every Board Director is required to return to the Company Secretary, or indicate that they have destroyed, all Board papers and communications, including annotated electronic papers, in their possession.

Personal competencies and selection criteria

- Understanding and display of Christian leadership, servant leadership and deep commitment to human rights and safeguarding
- High level of commitment to CBM Australia's Mission, Vision and Values
- Financial literacy, including a minimum basic understanding of financial reporting
- Demonstrated high level leadership and ability to articulate a clear strategic direction for an organisation
- High standards of professional and personal integrity
- The ability to express and substantiate opinion in a way that is respectful of others
- Knowledge and skills in multiple areas of Board governance, including some of: Disability Inclusion; International Development; Strategy (design and implementation); Fundraising; Marketing; Human Resources; Technology; Gender; Safeguarding; Finance; Risk & Compliance Management; Executive Performance; Innovation & Entrepreneurship; NFP; Christian Community Influence

- Demonstrated knowledge and experience in a field that is relevant to the work of CBM Australia
- Demonstrated governance experience and understanding
- Capacity to attend Board meetings, training and other agreed meetings and travel commitments
- Willingness to undertake further personal learning and development

Remuneration

CBM Australia Board Directors are not remunerated for their Board services and meeting attendances⁴. Board Directors are reimbursed for agreed training/professional development expenses and any travel expenses relating to Board meetings or other agreed travel on behalf of CBM Australia⁵.

Loans to Board Directors, of any type, under any terms, are not available.

Additional information

For further information about the CBM Australia Board please contact the Company Secretary, Trudy Skilbeck, in the first instance via 1 800 678 069.

See www.cbm.org.au for further information generally.

⁴ cl 12 CBM Australia Ltd Constitution

⁵ cl 13 CBM Australia Ltd Constitution

BOARD CHARTER Appendix 2: Board Chair Position Description

AUTHORISED BY: BOARD
APPROVAL DATE: MAY 2024
MAINTAINED BY: COMPANY SECRETARY
REVIEW DATE: MAY 2027

Role: CBM Australia Board Chair
Reports to: CBM Australia Board
Position type: Voluntary, agreed expenses met
Location: Melbourne and remote
Date last revised: May 2024

Our Vision

An inclusive world in which all people with disabilities enjoy their human rights and achieve their full potential.

Our Mission

Fighting to end the cycle of poverty and disability.

Our Values

We champion Inclusion.

We strive for Justice.

We pursue Excellence.

We embrace Partnership.

We live with Integrity.

Overview

The CBM Australia Board Chair is appointed by the Board for a term set by the Board⁶, renewable for further terms during the period that Chair is eligible to remain a CBM Australia Board Director.

The Board Chair is assessed by the Board Development and Human Resources Committee at regular intervals in connection with any Board Review undertaken and prior to any nomination for a further term.

In addition to the role and responsibilities of Board Directors as described in the Appendix 1 Board Director position description, the following functions and expectations apply to the Board Chair:

- a. Chairing all meetings of the Board and all general meetings of CBM Australia;

⁶ cl 21.1 CBM Australia Ltd Constitution

- b. Driving the governance structure and processing of the Board, including monitoring the respective roles and responsibilities of Board and Senior Management;
- c. Leading the Board in overseeing organisational performance, including driving and evaluating strategy;
- d. Ensuring annual performance appraisals of the CEO, including remuneration review;
- e. Ensuring the development of Board Directors; motivating individual and whole of Board learning and progression;
- f. Ensuring that regular reviews of each Board Director's performance are undertaken and that targets for individual and collective Board action are set;
- g. Ensuring that regular reviews of each Board Committee's performance and whole of Board performance are undertaken and that targets for Committee and collective Board action are set;
- h. Providing support to the CEO on behalf of the Board between meetings and fostering a productive relationship with the CEO, ensuring trust and confidentiality;
- i. Sharing appropriately any concerns communicated by the CEO that Senior Management has relating to the workings of the Board and/or of individual Board Directors;
- j. Reflecting appropriately to the CEO concerns raised by the Board, and, where prudent and necessary, taking appropriate action on behalf of the Board in relation to any such concerns;
- k. Attending, virtually or in person, CBM Global meetings as agreed, and ensuring the CBM Global/CBM Australia interface is appropriately led and supported.

Additional personal competencies for Board Chair

- Demonstrated ability to model, encourage and nurture a Christian environment
- High level conceptual and analytical skills; bringing an international perspective and political acumen
- High level facilitation skills; able to draw people out, listen, test ideas, and adapt/progress iterative conversation and fresh thinking
- High level financial literacy and risk/opportunity consciousness
- Demonstrated reflective practice/review mindset
- Strong governance experience, ideally as a Board Chair, CEO or in senior management of a complex organisation; experience as 'thinking partner' to CEO/Board peers
- Experience in working with distributed leadership, in a values driven organisation
- Experience with global federated organisations desirable
- Strong understanding of disability inclusion and international development issues desirable

- Strong understanding of international NGO sector desirable

Additional information

For further information about the CBM Australia Board please contact the Company Secretary, Trudy Skilbeck, in the first instance via 1 800 678 069.

See www.cbm.org.au for further information generally.

BOARD CHARTER Appendix 3: Board Deputy Chair Position Description

AUTHORISED BY: BOARD
APPROVAL DATE: MAY 2024
MAINTAINED BY: COMPANY SECRETARY
REVIEW DATE: MAY 2027

Role: CBM Australia Board Deputy Chair
Reports to: CBM Australia Board
Position type: Voluntary, agreed expenses met
Location: Melbourne and remote
Date last revised: May 2024

Our Vision

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Our Mission

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Our Values

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Overview

The CBM Australia Board Deputy Chair is appointed by the Board for a term set by the Board⁷, renewable for further terms during the period that Chair is eligible to remain a CBM Australia Board Director.

The Board Deputy Chair is assessed by the Board Development and Human Resources Committee at regular intervals in connection with any Board Review undertaken and prior to any nomination for a further term.

The Deputy Chair may become Acting Chair of CBM Australia at the request of the Board Chair or the

Board itself, with the Board to determine the period of time the Deputy Chair will be Acting Chair. While serving as Acting Board Chair, the Deputy Chair carries the Chair position as described in the Appendix 2 Board Chair Position Description.

⁷ cl 21.1 CBM Australia Ltd Constitution

While **not** serving as Acting Board Chair, the Deputy Chair carries the following functions and expectations in addition to the role and responsibilities of Board Directors as described in the Appendix 1 Board Director position description:

- a. Assisting and supporting the CBM Australia Board Chair as requested;
- b. Leading (or delegating to provide rotated experience) the Board meeting review at the end of each Board meeting and ensuring appropriate follow up;
- c. Setting aside not less than one half day per month for the work of supporting the Chair.

Additional personal competencies for Board Deputy Chair

- High level financial literacy and risk/opportunity consciousness
- High level conceptual and analytical skills
- High level facilitation skills
- At least 5 years business experience in for-profit, government or NGO sectors
- Experience with multinational or global organisations desirable
- Strong understanding of disability inclusion and international development issues desirable
- Strong understanding of international NGO sector desirable

Additional information

For further information about the CBM Australia Board please contact the Company Secretary, Trudy Skilbeck, in the first instance via 1 800 678 069.

See www.cbm.org.au for further information generally.

BOARD CHARTER Appendix 4: Finance & Audit Committee Terms of Reference

AUTHORISED BY: BOARD
APPROVAL DATE: MARCH 2021
MAINTAINED BY: COMPANY SECRETARY
REVIEW DATE: MARCH 2024

Our Vision

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Our Mission

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Our Values

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Purpose

The Finance & Audit Committee is established by the CBM Australia Board. Board Committees are established to assist the Board in carrying out its governance responsibilities and not to advise or help employees to fulfil their management responsibilities.

The Finance & Audit Committee's core purpose is to assist the Board in the effective discharge of its governance and oversight responsibilities in relation to:

- A. **financial management**, including financial reporting, annual budget preparation, mid-year forecast and forward view preparation, annual audit and presentation of accounts, and investment policy and practice; and
- B. **strategic risk management**.

Composition and operation of the Committee

1. The Chair of the Committee will be appointed or confirmed by the Board on an annual basis, with no limit on reappointment during the period the Chair is eligible to remain a CBM Australia Board Director.
2. Every Board Director is entitled to be present at every Board Committee meeting.
3. A Committee meeting must involve no fewer than two Board Directors.
4. Only Board Directors can be formal members of the Committee; all others participate as guests.

5. Guests to the Committee include the CEO, CFO, Director of Capability & Business Performance, and Company Secretary.
6. The Committee may co-opt other expertise or assistance via guests on any basis it thinks beneficial.
7. The performance and effectiveness of the Committee is to be regularly reviewed.

Responsibilities and accountabilities

- i. To review financial reporting to the Board (provided monthly).
- ii. To review the annual budget proposed by Senior Management and present for approval by the Board.
- iii. To review the mid-year forecast and any forward view prepared by Senior Management, enabling presentation to the Board.
- iv. To review the placement of foreign exchange forward contracts regularly, and at every meeting as necessary.
- v. To review the annual accounts (and Auditor's management letter) and present for approval by the Board (and then AGM as appropriate), ensuring an appropriate level of interaction between the Committee/the Board and the external auditor.
- vi. To review the appointment, effectiveness, and independence of external auditors (with appointment recommendations presented to the Board and then AGM as appropriate).
- vii. To review CBM Australia investments at least quarterly and to regularly review CBM Australia's Investment Policy (however named), with recommendation for Board approval within the appropriate review cycle.
- viii. To review other Policies or Frameworks related to the work of the Committee, with recommendation for Board approval within the appropriate review cycle.
- ix. To monitor linkages between CBMA's strategic objectives and key areas of risk.
- x. To assist the Board in its overall risk management function.
- xi. To review and ensure an appropriate enterprise Risk Management Framework is recommended to the Board and continuously maintained, including review of and reassessment of CBM Australia's risk appetite and tolerances as aligned to Strategy.
- xii. To ensure appropriate CBMA Risk Register capture, including via reviewing high or extreme level risks as reported to every Committee meeting and annually reviewing the entire Risk Register. Risk Register review includes reviewing the risk treatment and mitigation approaches development by Management, including processes for periodic and critical reporting of matters to the Committee and to the Board.
- xiii. To review the quality, type and presentation of risk related information to the Board.

BOARD CHARTER Appendix 5: Board Development & Human Resources Committee Terms of Reference

AUTHORISED BY: BOARD
APPROVAL DATE: MAY 2024
MAINTAINED BY: COMPANY SECRETARY
REVIEW DATE: MAY 2027

Our Vision

An inclusive world in which all people with disabilities enjoy their human rights and achieve their full potential.

Our Mission

Fighting to end the cycle of poverty and disability.

Our Values

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Purpose

The Board Development & Human Resources Committee is established by the CBM Australia Board. Board Committees are established to assist the Board in carrying out its governance responsibilities and not to advise or help employees to fulfil their management responsibilities.

The Board Development & Human Resources Committee's core purposes are

- A. to assist the Board in the effective discharge of its responsibilities for effective governance;
- B. to monitor the Board's overall skill set and profile balance, undertaking recruitment and succession planning as needed;
- C. to continually seek to improve the performance of individual Board members and of the Board collectively;
- D. to assist the Board in the effective discharge of its responsibilities for recruitment/performance review/conclusion of the CEO, including establishing and maintaining appropriate remuneration; and
- E. to monitor CBM Australia strategic human resources frameworks.

Composition and operation of the Committee

1. The Chair of the Committee will be appointed or confirmed by the Board on an annual basis, with no limit on reappointment during the period the Chair is eligible to remain a CBM Australia Board Director.

2. Every Board Director is entitled to be present at every Board Committee meeting.
3. A Committee meeting must involve no fewer than two Board Directors.
4. Only Board Directors can be formal members of the Committee; all others participate as guests.
5. Guests to the Committee include the CEO, Director of People & Culture, Director Capability & Business Performance, and Company Secretary.
6. The Committee may co-opt other expertise or assistance via guests on any basis it thinks beneficial.
7. The performance and effectiveness of the Committee is to be regularly reviewed.

Responsibilities and accountabilities

- i. To review all governing documents of CBM Australia, including the Board Charter, making recommendations for appropriate Board action.
- ii. To review the Board Director position description (Appendix 1) and the ideal Board profile, assisted by skills matrix review/renewal, and indicators of lived experience, and promote Board Director recruitment accordingly.
- iii. To seek, propose and evaluate new Board Directors.
- iv. To regularly evaluate the performance of Board Directors, of Board Committees and of the Board as a whole; facilitating discussion and discernment by the full Board.
- v. To conduct and promote activities that will ensure the continuous learning and development of Board Directors.
- vi. To assist the Board in relation to the selection or conclusion of the CEO when required.
- vii. To monitor and review the performance of the CEO, including oversight of the CEO's position description, annual performance evaluation and annual remuneration review.
- viii. To review Policies or Frameworks related to the work of the Committee, with recommendation for Board approval within appropriate review cycle.
- ix. To monitor and evaluate CBM Australia's human resources alignment with the CBM Australia Strategic Plan, including strategic risk relevant to the Committee's responsibilities.

BOARD CHARTER Appendix 6: Programs Committee Terms of Reference

AUTHORISED BY: BOARD
APPROVAL DATE: MAY 2024
MAINTAINED BY: COMPANY SECRETARY
REVIEW DATE: MAY 2027

Our Vision

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Our Mission

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Purpose

The Programs Committee is established by the CBM Australia Board. Board Committees are established to assist the Board in carrying out its governance responsibilities and not to advise or help employees to fulfil their management responsibilities.

The Programs Committee's core purposes are:

- A. to assist the Board in the effective discharge of its responsibilities for effective governance, particularly in relation to strategy, policy and risks associated with CBM Australia's program work;
- B. to provide assurance that all funds provided to CBM Australia for program work are used efficiently and effectively in empowering people with disabilities in some of the poorest communities; and
- C. to provide assurance on the alignment of CBM Australia's programs with the organisation's mission, vision, strategy and risk management.

Composition and operation of the Committee

1. The Chair of the Committee will be appointed or confirmed by the Board on an annual basis, with no limit on reappointment during the period the Chair is eligible to remain a CBM Australia Board Director.
2. Every Board Director is entitled to be present at every Board Committee meeting.
3. A Committee meeting must involve no fewer than two Board Directors.

4. Only Board Directors can be formal members of the Committee; all others participate as guests.
5. Guests to the Committee include the CEO, Director of Program Impact, Director Capability & Business Performance, and Company Secretary.
6. The Committee may co-opt other expertise or assistance via guests on any basis it thinks beneficial.
7. The performance and effectiveness of the Committee is to be regularly reviewed.

Responsibilities and accountabilities

- i. To review policies and strategic direction relevant to CBM Australia's program activities and make recommendations to the Board.
- ii. To facilitate Board learning about major developments and new directions in CBM Australia's program work.
- iii. To discuss and debate major program initiatives requiring CBM Australia Board or global CBM engagement.
- iv. To report and advise the Board on other governance and compliance matters relating to CBM Australia's program work and CBM Australia's standing with the Australian Government, the Australian Council for International Development and the wider development sector.
- v. To monitor and evaluate the alignment and achievement of CBM Australia's program objectives with the Strategic Plan.
- vi. To monitor trends in international development and their potential impact on the program work of CBM Australia.
- vii. To monitor strategic risk relevant to the Committee's responsibilities.

BOARD CHARTER Appendix 7: Community Engagement & Fundraising Committee Terms of Reference

AUTHORISED BY: BOARD
APPROVAL DATE: MAY 2024
MAINTAINED BY: COMPANY SECRETARY
REVIEW DATE: MAY 2027

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Our Mission

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Purpose

The Community Engagement & Fundraising (CEF) Committee is established by the CBM Australia Board. Board Committees are established to assist the Board in carrying out its governance responsibilities and not to advise or help employees to fulfil their management responsibilities.

The CEF Committee's core purpose is to assist the Board in the effective discharge of its governance responsibilities in an evolving fundraising environment; monitoring CBM Australia's strategic initiatives towards generating sustainable income from engaged Australians and towards evidence of awareness raising of issues surrounding the double bind of poverty and disability.

Composition and operation of the Committee

1. The Chair of the Committee will be appointed or confirmed by the Board on an annual basis, with no limit on reappointment during the period the Chair is eligible to remain a CBM Australia Board Director.
2. Every Board Director is entitled to be present at every Board Committee meeting.
3. A Committee meeting must involve no fewer than two Board Directors.
4. Only Board Directors can be formal members of the Committee; all others participate as guests.
5. Guests to the Committee include the CEO, Director Public Engagement, Director Capability & Business Performance, and Company Secretary.

6. The Committee may co-opt other expertise or assistance via guests on any basis it thinks beneficial.
7. The performance and effectiveness of the Committee is to be regularly reviewed.

Responsibilities and accountabilities

- i. To monitor trends in financial and non-financial support of CBM Australia.
- ii. To actively engage with the evolving development of CBM messaging and contribute to clear and consistent communication for a strengthened brand.
- iii. To monitor and evaluate CBM Australia's fundraising, advocacy, and overall public engagement alignment with the CBM Australia Strategic Plan, including strategic risk relevant to the Committee's responsibilities.
- iv. To promote Board understanding of and monitor a diversified, innovative, integrated and sustainable CBM Australia approach to fundraising.
- v. To promote Board understanding of and monitor an impactful CBM Australia approach to advocacy and policy campaigns, and to influencing for sector and political commitment to disability inclusive development.
- vi. To promote Board understanding of adaptive and agile response to environmental change and opportunity.

BOARD CHARTER Appendix 8: Board Director Statement of Integrity

AUTHORISED BY: BOARD
APPROVAL DATE: MAY 2024
MAINTAINED BY: COMPANY SECRETARY
REVIEW DATE: MAY 2027

Our Vision

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Statement of Integrity

As a Board Director of CBM Australia Ltd, I declare:

1. I will promote the CBM Australia Vision, Mission and Values and an attitude of servant leadership.
2. I accept and adopt the CBM Australia Statement of Christian Identity.
3. I will act at all times and in all matters in the best interests of CBM Australia, and, where not conflicting, in the best interests of all CBM entities.
4. I will at all times act honestly and in good faith and use due care and diligence in the exercise of my powers and the discharge of my duties as a Board Director.
5. I acknowledge my responsibility to ensure that the governance and management of CBM Australia is competent, ethical, accountable and transparent and that it acts at all times and in all matters in the best interests of CBM Australia, and where not conflicting, in the best interests of all CBM entities.
6. I will maintain the confidentiality of CBM Australia Board deliberations and, where required, I will maintain confidentiality about the affairs of CBM Global and other CBM entities.
7. I will not take improper advantage of my position. I will disclose conflicts of interest as, and when, they arise.
8. I will not engage in conduct likely to bring discredit to CBM Australia or, so far as is possible in the proper discharge of my duties, to other CBM entities generally.

9. I agree to be bound by this Statement of Integrity. If I am unable to continue to meet the requirements of this Statement of Integrity, I will offer to resign from my membership of CBM Australia.
10. Subject to any different decision of the CBM Australia Members, I will be unpaid and take no material benefit as a Board Director of CBM Australia, save for the reimbursement of reasonable out-of-pocket expenses incurred on behalf of CBM Australia or any CBM entity.

Name:

Signature:

Date: / /202 .

BOARD CHARTER Appendix 9: Statement of Christian Identity

AUTHORISED BY: BOARD, within CBMA Constitution

APPROVAL DATE: 29 May 2021

MAINTAINED BY: COMPANY SECRETARY

REVIEW DATE: as required

Our Vision

An inclusive world in which all people with disabilities enjoy their human rights and achieve their full potential.

Our Mission

Fighting to end the cycle of poverty and disability.

Our Values

We champion Inclusion.

We strive for Justice.

We pursue Excellence.

We embrace Partnership.

We live with Integrity.

Statement of Christian Identity

CBM Australia is a Christian international development organisation committed to working alongside people with disabilities in the world's poorest places to transform lives and build inclusive communities where everyone can enjoy their human rights and achieve their full potential.

CBM Australia aspires to follow the teachings and example of Jesus Christ and his command to love God with all our being and to love our neighbour as our self. Jesus modelled and promoted inclusion and sought justice and dignity for those marginalized and excluded by society.

Therefore, CBM Australia seeks to change attitudes, practices and policies that lead to marginalisation, exclusion and poverty and strives for justice for people with disabilities. We join God's mission to restore and to build communities marked by inclusion, justice, respect, equality and peace.

As an expression of Christian faith in action, CBM Australia affirms all people as created equally in God's image and we work with all people irrespective of race, gender, age, status, ability or spiritual beliefs - working with people of all faiths and none and recognising the equal worth of every individual.

This is the spiritual basis for our values and our work.

BOARD CHARTER Appendix 10: CBM Australia Code of Conduct

CBM AUSTRALIA CODE OF CONDUCT

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Document Approval and Review

Approved by: CBM AUSTRALIA EXECUTIVE LEADERSHIP TEAM

Maintained by: DIRECTOR CAPABILITY AND BUSINESS PERFORMANCE

Approval date: FEBRUARY 2021

Review date: 2024, as required

CBM Australia's Code of Conduct sets out the standards of behaviour that are required for all CBM Australia employees and volunteers, promotes ethical behaviour, and guides employees and volunteers in their protection of CBM Australia's reputation and operations.

Vision and Values

CBM's vision and values underpin relationships and behaviour globally and they establish 'the way we work' at CBM Australia.

Our vision is an inclusive world in which all persons with disability enjoy their human rights and achieve their full potential.

Our values are:

We champion inclusion

We strive for justice

We pursue excellence

We embrace partnership

We live with integrity

Standards of Behaviour

You are expected to:

- Behave in an honest, trustworthy and ethical manner;
- Act with integrity, care and diligence in the course of your employment;
- Treat others with respect, dignity and impartiality regardless of their race, religion, ethnicity, indigeneity, disability, age, displacement, caste, gender, gender identity, sexuality, sexual orientation, poverty, class and socio-economic status;
- Foster, promote and contribute to a work environment that is fair, inclusive, equitable and free from any form of harassment or discrimination;
- Behave in a way that upholds and actively promotes the CBM Australia Vision and Values and the integrity and good reputation of CBM Australia;
- Comply with any lawful and reasonable direction given by someone in CBM Australia who has the authority to give the direction;
- Take every reasonable step to avoid any conflict of interest (real or apparent) in connection with your employment and, where one exists, disclose it;
- Adhere to CBM Australia's policies and procedures and proactively seek ways for continual improvement.

This Code applies to all CBM work or volunteer related activity undertaken by CBM Australia employees or volunteers. Additionally, CBM Australia has a legitimate interest in your private activities because these activities may bring discredit upon CBM Australia and its relationships with the people it exists to support, partners, governments, donors, suppliers or the general public.

You should be vigilant in using sound and good judgment at all times.

You have an obligation to disclose any activity, or conduct, or the existence of any allegation, charge or offence, which could possibly call your fitness for continued association with CBM into question.

You must not bring CBM Australia's reputation into disrepute or diminish public confidence in CBM Australia.

Safeguarding

The safeguarding of others is paramount. You must remain familiar with and at all times comply with the CBM Australia:

- a) Safeguarding Policy, Standard and Commitment
- b) Prevention of Sexual Exploitation, Abuse and Harassment Policy and Standard
- c) Bullying, Harassment and Sexual Harassment in the Workplace Standard

Your signed Safeguarding Commitment is a personal commitment to respecting the rights, integrity and dignity of all others by upholding expected safeguarding behaviours. You will be asked to renew this commitment regularly.

Conflict of Interest

You must not engage in activity which conflicts with CBM Australia's interests. It is important to be objective, impartial, and avoid any actual or perceived conflict of interest.

A conflict of interest can involve financial gain, other material benefit, personal favours or relationships. It may not only be about your personal interests. It may include the interests of your family members, colleagues or friends. Personal gain, and/or direct or indirect benefits to family members, colleagues or friends, at the expense of CBM Australia, must be avoided.

You must exercise the powers and responsibilities of your position at CBM Australia solely for the benefit of CBM Australia and its beneficiaries and supporters.

You need to consider how others will perceive an interest or advantage you have. If you think that you or others will perceive that there may be a current or potential conflict of interest in relation to your association with CBM Australia, you must inform your Manager. Your Manager will discuss with you the response and actions that will be implemented if a conflict of interest, perceived or actual, arises.

Use of CBM Australia Resources

The CBM Australia resources you use may include money or money like resources, stationery, equipment and furniture, software and applications. CBM Australia resources are made available to you for fulfilling your responsibilities in service of CBM Australia stakeholders.

While CBM Australia accepts modest private use of a limited number of resources, you must exercise judgement and restraint as to fair use.

You must treat CBM Australia property with due care and ensure it is secured against damage, theft and misuse.

Use of technology

The content of any email, text, or other messaging sent using or received using CBM Australia's systems and resources remains the property of CBM Australia. CBM Australia reserves the right to access employee or volunteer accounts.

You must not download or otherwise deal with material that is inappropriate, including material that is illegal or would be regarded by CBM Australia as offensive. Copyright law is to be observed at all times. Responsible use of social media regarding content, engagement and commentary is expected at all times.

Social Media

If you use your own resources to participate in social media in your own time, you are participating in a private capacity. In a private capacity, you may share posts about CBM Australia's work that you have accessed, while keeping in mind:

- a. You are always an ambassador for CBM Australia: be a good one. Your behaviour and comments online reflect on CBM Australia. Do not engage in private online behaviour that would not be acceptable in the workplace.
- b. If your personal profiles identify you as having a position within CBM Australia, you must avoid making comments that could be interpreted as a statement on behalf of CBM Australia.
- c. Posting any derogatory, intolerant or offensive comment is likely to be considered a breach of this Code.

Gifts and Hospitality

CBM Australia has a strong culture of sharing and giving. Gifts and hospitality are often appropriate in celebrating milestones and cementing good working relationships.

You must:

- a. Have approval for the purchase of any gift or provision of hospitality, internal or external;
- b. Seek value for money to ensure CBM Australia resources are used in the most effective way and in a manner that promotes positive reputation;
- c. Not solicit gifts, hospitality or other benefits;
- d. Be aware and respectful of the cultural significance of particular gifts in many of the countries in which CBM Australia operates; and
- e. Declare any gift, and upon consultation with your Manager, refuse or return any gift, or, where that is inappropriate, donate the gift (or its fair value) to CBM Australia.

Public Comment

You have the same rights of free speech and independence in the conduct of your private affairs as any member of the Australian community. You also have a duty to act in the interests of CBM Australia by avoiding public comment, including via social media, about CBM or its activities or its employees/volunteers.

CBM Australia has nominated spokespersons who are authorised to communicate with the media. Unless specifically authorised, you must not communicate any information to the media. If you receive a media enquiry, refer the matter to the office of the CEO or to the Director of Public Engagement.

Political Neutrality

CBM Australia is a non-political organisation, within Australia and within all countries in which CBM Australia operates.

You may engage in political activity in a personal capacity, not identifying your link to CBM Australia. CBM Australia reserves the right to discuss any participation you may have in political activity, evaluate any implied association with CBM, and, in limited circumstances, not endorse such participation.

Confidentiality and Privacy

You must not disclose or use anything which could be considered intellectual property, other property, or confidential information belonging to CBM Australia without prior permission from a Department Director as required by the law. You must not make unauthorised use or disclosure of information to which you have had access, including supporter data. CBM Australia maintains a Data Breach Response Plan, available on CBM Australia's intranet.

You must comply with CBM Australia's Privacy Policy at all times.

Fraud, Corruption and Bribery

You are expected to actively deter fraud and corruption internally and externally. You must refuse any perceived or actual bribes and you may not provide bribes under any circumstances.

Where relevant to your role you must maintain accurate, transparent and complete financial records. This includes taking responsibility for recording clear, accurate and complete information for any organisational transaction nationally and internationally.

You must speak out if you suspect or identify any financial irregularity.

Reporting a Breach of this Code

If it is suspected that a breach has occurred then you are required to raise your concerns with your Manager and/or the Director of your department.

If the breach involves your Manager or Department Director then the suspected breach can be raised with the Director of People & Culture.

Reports should be made in good faith, sincere and with honest intention regardless of outcome. All reports will be taken seriously and CBM Australia will not tolerate retaliation against people making reports.

Whistleblowing mechanisms are available on the CBM Australia website. Other internal grievance mechanisms are outlined on CBM Australia's intranet.

BOARD CHARTER Appendix 11: CBM Australia Safeguarding Commitment

CBM AUSTRALIA SAFEGUARDING COMMITMENT

Document Approval and Review

Approved by: CBM AUSTRALIA EXECUTIVE LEADERSHIP TEAM

Maintained by: DIRECTOR OF CAPABILITY AND BUSINESS PERFORMANCE

Approval date: OCTOBER 2020

Review date: OCTOBER 2023 and ongoing

This Safeguarding Commitment lists behaviours expected of all CBM Australia employees, volunteers, Board members, project visitors, contractors and associates. These behaviours are expected at all times, and in any location.

This Safeguarding Commitment encompasses behaviour towards **all** people, while naming in particular children and vulnerable adults. CBM Australia acts on the basis that:

- a *child* is any person under the age of 18, irrespective of other definition; and
- a *vulnerable adult* is:
 1. Any person aged 18 years and older who may be at risk of abuse or exploitation due to their dependence or reliance on others for services, basic needs or protection, and according to context, for example, in humanitarian situations.
 2. An adult may also be at risk/ vulnerable when in a relationship (social or work) with another who seeks to misuse their position of authority or trust to control, coerce, manipulate or dominate them.
 3. An adult may also be at risk if their decision-making capacity is impaired and/or they do not have the support to make a decision.

I agree:

1. To treat children and vulnerable adults in a manner which respects their rights, integrity and dignity and considers their best interests.
2. To create and maintain welcoming, inclusive, environments that are safe and empowering for children and vulnerable adults. This includes environments which prevent the abuse, exploitation and harassment of children and vulnerable adults.
3. Not to use language or behaviour that is abusive, including language or behaviour that is harassing, sexually provocative, intimidating, shaming, demeaning or culturally inappropriate.
4. Not to seek or develop any form of sexualised relationship or engage in any form of sexual activity (including payment for sexual services) with any child.
5. Not to seek or develop any form of sexualised relationship with any adult beneficiary associated with CBM.
6. Not to request any service or favour from any child or vulnerable adult, or give preferential treatment, that could be considered abusive or exploitative.
7. When on deployment with CBM Australia, not to seek or engage in transactional sex; including payment of any person for sexual services provided by any person.
8. Not to condone or participate in any behaviour with children or adult beneficiaries which is illegal, unsafe, physically punishing or otherwise abusive; including consumption or supply of alcohol or illicit drugs, and including harmful traditional practices, spiritual or ritualistic abuse.
9. Wherever possible, to ensure that another adult is present when in contact with children (not being children related to me).
10. For unaccompanied child beneficiaries or children I am only associated with because of CBM, not to offer or provide private transportation and not to take into private residences or sleep in the same room; unless absolutely necessary for the safety of the child/ren.
11. To comply with all relevant Australian and otherwise local laws. This includes labour laws in relation to child labour, and I further agree that children are not to be hired for domestic or other labour which is inappropriate given their age or developmental stage.
12. To use all computers, mobile phones, cameras or other technology in a manner that promotes safeguarding, and never exploit or harass children or vulnerable adults, nor access or disseminate sexually exploitative material through any media.
13. To respect the privacy and confidentiality of children and vulnerable adults associated with CBM; without appropriate authorisation, never sharing or seeking personal contact details or having unsupervised contact.
14. To immediately report any concerns, suspicions, incidents or allegations of actual or potential abuse, exploitation or harassment; in accordance with applicable laws, standards and CBM procedures.

15. To immediately disclose any charges, convictions and other outcomes of an offence that relates to abuse or exploitation which occurred before or occurs during my association with CBM Australia.

When capturing or using images, through any media of a child or vulnerable adult, I will:

- a. take care to ensure local traditions or restrictions are adhered to;
- b. obtain informed consent, from the adult or from the child and their parent/guardian, using the CBM Australia provided consent form;
- c. provide a clear explanation of how the image/s will be used;
- d. not offer or give remuneration or in-kind gifts in exchange for the image/s;
- e. ensure the image/s, through any media, present children and vulnerable adults in a dignified and respectful manner, not in a sexualised manner, and adequately clothed (top and bottom);
- f. ensure the image/s, through any media, are honest representations of the context and the facts;
- g. ensure file labels, meta data or text descriptions do not reveal identifying information when sending or publishing in any form.

I....., acknowledge that I have read and understood the CBM Australia Safeguarding Policy and Standard and I will uphold this, my Safeguarding Commitment. I understand that breach of this Commitment will result in disciplinary action in accordance with the terms of my engagement with CBM Australia.

Signed:.....

Name:.....

Date:...../...../.....

BOARD CHARTER Appendix 12: CBM Australia Conflict of Interest Policy

CBM AUSTRALIA POLICY CONFLICT OF INTEREST POL_013

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Document Approval and Review

Approved by: CBM AUSTRALIA BOARD

Maintained by: DIRECTOR CAPABILITY AND BUSINESS PERFORMANCE

Approval date: MAY 2024

Review date: MAY 2027

This policy will apply to activities and operations of CBM Australia, at all times.

Introduction

Conflicts of interest can arise when the interests or loyalties of Board members, other workplace participants, related parties or other relevant third parties are incompatible or in competition with the interests of CBM Australia.

For company directors, the Corporations Act 2001 (Cth) alongside general law creates a duty to avoid conflicts of interest, and the ACNC Governance Standard 5 requires a charity to ensure its governing body members disclose and manage conflicts of interest.

In accordance with legislative duties and governance standards, the CBM Australia Constitution⁸, Board Charter Statement of Integrity, and the CBM Australia Code of Conduct requires all CBMA Board members to not take improper advantage of their position and to disclose conflicts of interest as they arise. Board members are required to act in the best interests of CBM Australia.

This policy is in place to guide Board and Executive members to effectively identify, disclose and manage any actual, potential or perceived conflicts of interest in order to protect the integrity of CBM Australia and manage risk. Where a Board or Executive member is a related party in relation to any CBM Australia transaction, this is also disclosed and managed through CBM Australia annual financial statements.

⁸ cl 19 CBM Australia Ltd Constitution

The CBM Australia Code of Conduct guides conflict of interest expectations and practice for all CBM Australia employees and other volunteers. Contracts with partners or associates of CBM Australia make appropriate conflict of interest provision. As part of ensuring open and fair procurement of goods and services, third party supplier arrangements are also guided by the CBM Australia Ethical Procurement Standard.

How does conflict of interest arise at a governance level?

Conflicts of interest arise when personal interests conflict with the interests of the entity served. Personal interests include direct interests as well as those of family, friends, or other organisations. There may also be conflict between a Board member's duty to CBM Australia and their duty to another entity. A conflict of interest may be actual, potential or perceived, and may be financial or non-financial.

These situations present the risk that a Board member will make a decision based on, or in some way affected by, any conflicted interest.

Conflicts of interest commonly arise, and do not need to present adverse risk if they are openly and effectively managed.

How does CBM Australia deal with conflict of interest at a governance level?

CBM Australia manages conflicts of interest by requiring Board and Executive members to:

- avoid conflicts of interest where possible;
- identify and disclose to the Board conflicts of interest;
- carefully manage conflicts of interest, individually and collectively.

When an actual, potential or perceived conflict of interest is identified and disclosed, it is entered into the CBM Australia Register of Interests, maintained by the Company Secretary and regularly reviewed by the Board.

Conflict of Interest is a standing agenda item at Board meetings. Once a conflict of interest has been appropriately recognised, the Board, in every applicable instance, will decide whether the conflicted participant may:

- vote on the matter;
- participate in any debate;
- be present in the room (physical or virtual) during debate and voting.

The Board may consider:

- whether the conflict will realistically impair capacity to impartially participate in or appropriately influence decision making;
- any alternative options to avoid the conflict;
- CBM Australia's strategic objectives and resources; and
- the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of, CBM Australia.

This policy is implemented through Board and management processes and the maintaining of the CBMA Register of Interests.

The Board and management of CBM Australia are fully committed to the principles of this policy. Any breach of strategic significance or any material risk associated with this policy will be reported to the Board in a timely manner.