

Board Appointment and Renewal Policy

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Togethr Trustees Pty Ltd ABN 64 006 964 049

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1. Introduction

Together Trustees Pty Ltd (the Trustee) is the Trustee of the Equisuper Superannuation Fund (the Fund). Together Holdings Pty Ltd (THPL) is the holding company of the Trustee.

The Board of Directors of the Trustee (collectively the Directors or the Board), is structured to comply with the Superannuation Industry (Supervision) Act 1993 (SIS Act) and the Trustee's Constitution. The Trustee's Constitution requires the Board to have the same composition as the THPL Board.

On 1 July 2021, the Board was reduced from twelve to nine directors, comprising of three Independent Directors, three Employer Directors and three Member Directors.

The Board believes that good corporate governance is fundamental to ensuring that the Fund is managed properly to support our members to prepare for financial freedom in retirement. The Board Appointment and Renewal Policy (the Policy) forms part of the Trustee's Governance Framework and should be read in conjunction with the Constitutions of THPL and the Trustee and the Fit and Proper Policy.

The purpose of the Policy is to:

- a) outline the appointment process for Employer Directors, Member Directors and Independent Directors;
- b) outline the approach to be taken to ensure that there is appropriate renewal of the Board, whilst recognising the benefits of continuity and the principles inherent in the equal representation model prescribed by the SIS Act; and
- c) provide a framework for the regular assessment of the performance of the Board as a whole, Board Committees and the Directors individually.

In developing this Policy, the APRA Prudential Standards SPS 510 Governance (SPS 510) and SPS 520 Fit and Proper (SPS 520), and the associated guidance, have been considered.

2. Roles and Responsibilities

2.1 The Board

The Board is responsible for the approval and appointment of a Director, Board renewal and succession planning, having regard to the Trustee's circumstances, in particular its size, composition and strategic objectives.

2.2 Governance and Rewards Committee

The Governance and Rewards Committee (GRC) is responsible for making recommendations to the Board in relation to Board renewal, composition and succession planning.

The GRC can make a recommendation to the Board and the THPL Board for the re-appointment of an independent director based upon an assessment of the director's specific skill set, performance, independence, any conflicts of interest, availability to perform their duties, fitness and proprietary and any other matters considered relevant by the GRC. The recommendation should also consider the impact on the skills matrix if the independent director is not reappointed.

The Board has delegated responsibility for approving and overseeing this Policy to the GRC.

2.3 Nominations Committee

The Nominations Committee is responsible for interviewing eligible candidates and presenting its selected candidate(s) to the Board and THPL Board for approval and appointment.

2.4 Executive Officer, Governance and Risk

The Executive Officer, Governance and Risk (EOGR) is responsible for the management review of this Policy and recommending changes to the GRC to approve. The EOGR is also responsible for ensuring compliance with this Policy.

3. Board appointment process

All appointments are subject to the Constitutions of THPL and the Trustee and in accordance with the SIS Act and Corporations Act 2001.

The Fit and Proper Policy outlines the criteria to determine fitness and propriety.

At all times, the Board must be comprised of at least one Employer Director who represents Employers with at least \$50m in defined benefit liabilities with the Fund.

In December 2020, the Board determined that all Board appointments would be undertaken via a nomination process.

3.1 Nomination Process

3.1.1 Criteria for Nomination

Any person who has been a member of the Fund for at least 90 days can nominate for appointment as a Member Director.

Employers may nominate candidates for consideration as Employer Directors.

Any person can nominate for appointment as an Independent Director, provided that they are not a member of the Fund. The search process for an Independent Director will be determined by the GRC on a case-by-case basis.

Candidates must meet the eligibility criteria in Appendix 2 to be eligible for selection as a Member Director, Employer Director or Independent Director.

3.1.2 Skills Requirements

Each candidate must nominate their candidature in accordance with the attributes and competencies specified in the Competency Statement set by the Board. Each candidate will be reviewed by an external Assessment Consultant, who will conduct an independent skills assessment and present the shortlisted eligible candidates to the Nominations Committee.

Further details on the Nominations Process for Employer Directors, Member Directors and Independent Directors can be found in Appendix 1.

3.2 Chair of the Board

The Chair of the Board (the Chair) will be an Independent Director, formerly designated through the succession planning process, approved by the Board.

3.3 Nominations Committee

The Nominations Committee is to be established by the THPL Board to serve as the Nominations Committee for both the Board and THPL Board. The Board delegates to the Nominations Committee the purpose of reviewing candidates and recommending applicants to fill the vacancies and such other purposes determined by the THPL Board.

The Nominations Committee will generally be comprised of one Employer Director, one Member Director and one Independent Director, however the Board retains the discretion to amend the composition of this Committee.

Any conflicts will be managed in accordance with the Conflicts Management Policy. Any existing Director who is a candidate will not participate in the Board's deliberations or decisions relating to the appointment process.

4. Board renewal principles

Within the constraints of the Equal Representation requirements of the SIS Act, the Trustee's RSE License and the Trustee's appointment processes, the Board is structured to comply with the following three principles:

- a) appropriate skills and experience;
- b) diversity; and
- c) renewal.

The manner in which each of these principles is to be implemented is set out below.

4.1 Appropriate skills and experience

All Directors must have appropriate skills, education and experience as set out in the Fit and Proper Policy or as determined by the Board to be able to meet all applicable legislative and regulatory requirements and to understand the Trustee's business and participate effectively as a Director.

It would be unrealistic and unnecessary to expect that each Director will have skills in every area of the Trustee's business and be an expert on every matter considered by the Board.

To support the Trustee's good corporate governance objective and to comply with the Australian Institute of Superannuation Trustees (AIST) a Board Skills Matrix is to be maintained to ensure that collectively the Board and each Board Committee has adequate coverage of capabilities and attributes required to meet the Trustee's strategic objectives and to ensure that the succession planning process identifies the balance between the benefits of continuity of knowledge and prior experience, and the benefits of new ideas and renewal.

The Fit and Proper Policy sets out specific minimum standards of education, skills and experience for all Directors, and the process for assessing the skills, education, qualifications and experience of all potential candidates for appointment as a Director.

Each Director is also encouraged to renew and continue to develop their own individual knowledge and thinking on relevant issues, in addition to completing the minimum Directors' training requirements. For example, this can be done through participation in industry bodies, formal and

informal educational opportunities and involvement in business activities which provide exposure to industry best practice and thought leadership.

4.2 Diversity

The Trustee recognises the importance of the Board comprising Directors drawn from a range of personal and professional backgrounds, with diversity of personal characteristics and professional disciplines, including gender, ethnicity and geographic background, professional, business or occupational background and age. Accordingly, the Board is committed to encouraging diversity in accordance with these principles, so far as is practicable having regard to the equal representation requirements of the SIS Act and the appointment processes by which the Directors are identified.

4.3 Renewal

4.3.1 General principles for renewal

Renewal of thought and experience on the Board will be achieved through the following:

- a) adopting, as a general principle, a requirement that no Director serve for more than 3 consecutive terms of office, or for a continuous period of more than 12 years, whichever is the greater (the Maximum Tenure Principle);
- b) effective succession planning processes that strike an appropriate balance between ensuring continuity and bringing diversity and fresh perspectives; and
- c) staggering of Directors' terms of office in accordance with principles specified in the Trustee's Constitution or determined by the Board.

These general principles are set out in more detail below.

4.3.2 Special circumstances where maximum tenure may be exceeded:

The Board may, on an exceptional basis, exercise discretion to permit a Director to continue in office or be eligible for reappointment despite exceeding the Maximum Tenure Principle at the time of such continuation or reappointment. In exercising such discretion, the Board may have regard to factors including:

- a) any special skills which the Director brings to the Board and which cannot easily be replaced by another person at that time; and / or
- b) any special circumstances at the relevant time which make the continued involvement of that Director particularly significant; and / or
- c) the period for which it is proposed that the Director continue in office or be reappointed.

In all instances, a Director's ability to continue to act in the best financial interests of the beneficiaries of the Fund, will be paramount.

The EOGR is responsible for monitoring Director terms and advising the Chair when a Director is approaching the end of their term and/or maximum tenure period.

Where the Board believes that it is appropriate for a Director to remain for longer than the maximum tenure period, the circumstances will be determined by the Board.

4.3.3 Succession planning

The Board, on recommendation from the GRC, is responsible for ensuring that there is an effective succession planning process in place.

The Trustee targets a measure of collective Board experience expressed as a range of average tenure for the Board. This targeted range is a minimum of three years to a maximum of seven years. The collective average tenure of the Board is determined by each individual Director's tenure (in months) at the time of calculation being averaged out over the total number of Directors appointed, and then converted into years. This measure is applied to minimise the risk of material departures of Directors causing significant disruption to the operation and continuity of the Board.

The EOGR is responsible for calculating the collective average tenure measure based on the specific formula and reporting to the GRC on at least an annual basis.

The Board retains the discretion to step outside the terms of the collective average tenure measure, and in such circumstances, the reasons will be appropriately documented and reviewed by the GRC and the Board.

4.3.4 Staggering of Directors' terms of office

The Board has determined that, as a general principle, Directors' terms of office should (subject to the Director ceasing to hold office early for any reason), be four years and be reviewed at the end of each term.

However, for the purposes of the staggering of Directors' terms, such terms may be altered at the discretion of the Board to be greater or less than four years.

Any Director appointed to fill a casual vacancy will be appointed for a term equal to the remaining term of office of the Director whom they are replacing, or as otherwise determined in accordance with the Trustee's Constitution.

5. Board, Committee and Director performance assessment process

The framework used for assessing the performance of Directors collectively as a Board or Committee, and individually, is based on the expectation that Directors:

- a) have adequate skills and experience required to act as competent and experienced Directors to perform the role which they are undertaking and to meet the Trustee's strategic objectives;
- b) are performing their duties in such a manner as to promote the good prudential management of the Fund, and deliver an appropriate strategic direction for the business overall, for the benefit of the beneficiaries of the Fund; and
- c) are performing their duties in accordance with the relevant legislative requirements of the Corporations Act 2001, the SIS Act, the Constitution and other governing documents of the Trustee and the Governing Rules of the Fund.

The performance assessment processes will be reviewed annually by the GRC, having regard to principles of best practices and any professional advice which the Committee considers appropriate.

5.1 Annual performance assessment processes

The performance of the Board as a whole, each standing Board Committee and each Director (including the Chair) will be assessed at least every 12 months, involving:

- a) an internal survey completed by the Directors on the Board and Committees' effectiveness and performance against objectives;
- b) a review of the Board and Committee skills mix and composition; and
- c) the efficiency of Board and Committee meetings, including outcomes of informal meeting reviews and quality of board reporting.

The performance of each standing Board Committee will include an assessment against the objectives of each Committee, as set out in the respective Charter. Each Committee Charter and the Board Charter are reviewed at least every two years for ongoing relevance and effectiveness, or otherwise on any material change to the nature, size, structure, complexity and risk of the Trustee's business operations, or the role, ownership or control of the Trustee.

Each assessment of each individual Director may include assessment against such factors as the Board sees fit, after consideration of any professional advice it considers appropriate. Without limitation, such factors are likely to include (as a minimum) the Director's:

- a) compliance with the Trustee's Code of Conduct, this Policy and relevant legislative requirements;
- b) contribution to the strategic leadership of the Fund;
- c) attendance at, and effective participation in and contribution to, Board and Committee meetings;
- d) understanding of the Trustee's business and the legislative and business framework within which it operates;
- e) understanding of the risks of the Trustee's business operations;
- f) ability to understand, and ensure that the Trustee's business operations are managed in an appropriate way, taking into account the risks of the business;
- g) effectiveness in working collaboratively with other Directors;
- h) adherence to the Trustee's values;
- i) commitment to ongoing training and development of skills; and
- j) contribution to maintaining an effective relationship between the Board and Management.

5.2 Triennial independent performance assessment

An independent assessment process will be conducted at least every three years in relation to the performance of the Board, each standing Committee of the Board, and each Director (including the Chair). The GRC will be responsible for appointing an independent party who has relevant industry experience in designing, undertaking and facilitating Board and Director performance assessments, in consultation with the Board. This independent assessment will at least include issues relating to:

- a) Board and Committee governance processes;
- b) Board and Committee operations and decision-making, including the quality, level of contribution, collegiality and constructive challenge, while using the skills and experience of all Directors;

- c) setting, leading and oversight of the strategic direction and implementation of the strategic plan; and
- d) oversight of major risk areas and financial accounts, including determining an appropriate risk appetite.

The review process will typically involve all Directors completing a detailed questionnaire regarding the Board's performance as a whole, the performance of individual Directors and the performance of each Committee. Personal interviews will then be conducted with each Director, and a report containing the findings from the survey and interviews will be discussed by the Board as a whole.

Information gained from the surveys and interviews, which is relevant to the Board Committees, will be collated and discussed by each Committee.

An independent performance assessment may be undertaken more frequently at the discretion of the Chair and/or Board as a whole.

5.3 Outcomes of performance assessments

The outcomes of each performance assessment will be discussed by the Chair with each Director individually and by the Board as a whole. The EOGR is responsible for ensuring that the Board performance assessments discussed above are undertaken as and when they fall due. The GRC is responsible for ensuring that appropriate actions are implemented to address issues identified in or arising from each assessment.

6. Managing Board and Director performance

6.1 Satisfying Fit and Proper assessments

Any Director who fails any assessment of their fitness and/or propriety will be managed in accordance with the requirements of the Fit and Proper Policy.

In the event that any assessment of the Board overall, any Committee or any Director identifies serious concerns in relation to a Director (the Relevant Director) then the Chair will discuss the concerns with the Relevant Director and will make recommendations to the Board regarding actions to be taken in relation to the identified issues.

The Board will then consider the recommendations made to it and determine the appropriate action to be taken, including, where the Board determines it to be appropriate, requiring the Relevant Director to resign. The Relevant Director will have the right to be heard at the Board meeting, either personally or through an advocate, but will not participate in the Board's deliberations or decisions on appropriate action to be taken.

Where any serious concerns are identified with the Chair of the Board, the Chairs of the GRC and the Audit and Finance Committee (AFC) will have responsibility for the above steps.

In the event that any assessment of the Board overall, any Committee or any Director or group of Directors identifies serious concerns with the Board as a whole or with any group or groups of Directors, then the Chair will be responsible for seeking appropriate advice and may discuss the issues with the Chairs of the GRC and the AFC, prior to completing the steps identified above.

7. Whistleblowing

The Trustee's Whistleblower Protection Policy applies in relation to any report made by any Responsible Person or other person working for or in connection with the Trustee's business who, in good faith, believes that a Responsible Person or the Trustee does not meet the criteria set out in this Policy.

The Trustee:

- a) consents to the whistleblower notifying APRA directly regarding their concerns;
- b) consents to a whistleblower providing APRA with information or documents relating to their reasons for resigning, retiring or being removed from their role; and
- c) to the extent permitted by law, confirms that the provision of information to APRA in accordance with paragraphs a) or b) above will not infringe the confidentiality obligations in an employment contract or other relevant document.

The Trustee requests and encourages any person who has information relevant to the nomination, election, appointment or renewal of a Director to disclose that information as appropriate to the Trustee or to APRA.

8. Review of this Policy

The Executive Officer, Governance and Risk, with the support of Management, is responsible for undertaking reviews of the Policy. Following the review, changes to the Policy will be presented to the GRC for consideration and approval.

The Policy will be reviewed at least every two years, and will be reviewed more frequently in the event of one of the following triggers:

- a) any change to the relevant requirements of the SIS Act or the Corporations Act 2001, or
- b) any change to the relevant APRA prudential requirements and guidance;
- c) any material change to the business of the Trustee, and, in particular, any change to the business which would, or might reasonably be expected to, affect the role, obligations or duties of Directors;
- d) any relevant change to the Trustee's Constitution or the Constitution of THPL; or
- e) any other time determined by the Board or the GRC.

Any revision to this Policy takes effect on the date on which the GRC approves any variation to, or replaces a previous version of, the Policy, or such other date as the Board determines.

Appendix 1: Nominations Process

9.1 Prior to commencement of the Nominations Process

Prior to the commencement of the Nominations Process, the Board will determine:

- a) the Skills Requirements and Position-Specific Skills to be specified in the Competency Statement; and
- b) the officials to be appointed.

These requirements are set out in further detail below.

9.1.1 Skills Requirements

The succession planning process in consultation with the Board skills matrix will identify the Skills Requirements to address current and future capability gaps to apply to each Director position, which:

- a) must include the minimum skills requirements specified in the Fit and Proper Policy; and
- b) may include other skills, competencies or attributes as the Board considers appropriate for a particular Director position (referred to as 'Position-Specific Skills') to ensure that the Board maintains in the individual and collective skills required under the Fit and Proper Policy.

The Skills Requirements applicable to each Director position, including any Position Specific Skills, must be made available to potential Candidates for that position prior to the Nominations Start Date.

9.1.2 Appointment of Officials

The Board will appoint the following officials in relation to the appointment process to be conducted under these Rules:

- a) an Authorised Representative;
- b) a person to be the Deputy Authorised Representative to assist the Authorised Representative or to act in their absence; and
- c) an Assessment Consultant.

9.2 Nominations Process

9.2.1 Call for Nominations

Nominations for potential Director candidates will be sought by issuing a Call for Nominations on the relevant websites. The Call for Nominations may also be sent electronically to employers and members, but this is not required.

The Call for Nominations will include the Nomination Start Date and Nomination Close Date, the number of Directors sought and the skills required. Via the relevant website, all potential candidates will be provided with an Information Kit, Nomination Form and any other details determined by the Authorised Representative.

A Candidate must sign the Nomination Form, and provide the details requested on the Nomination Form. All Nomination Forms must be returned to the Authorised Representative at the address specified on the Nomination Form. The Authorised Representative is not required to accept any Nomination Form that is not fully complete, received by the specified close date and time, and accompanied by the Candidate's duly completed forms as detailed in section 9.2.2(c).

Once Nomination Forms have been validly assessed by the Authorised Representative, all Nomination Forms and accompanying documents received must be forwarded to the Assessment Consultant and if applicable, the Nominations Committee.

The Assessment Consultant will then assess and determine whether a Candidate meets the relevant Skills Requirements, including the Position-Specific Skills, for the Director position for which the Candidate has been nominated, having regard to the details provided in the Candidate's Skills Statement. In doing so, the Assessment Consultant may, but is not obliged to, seek further information from a Candidate regarding their skills, education, experience and their competencies or attributes.

The Assessment Consultant has discretion to discuss with the Candidate whether it would be more appropriate for the Candidate to stand for a different Director position which requires different Position-Specific Skills. Where the Assessment Consultant has such a discussion with a Candidate, the Candidate may instruct the Assessment Consultant that they wish to change their nomination to apply to a different Director position, and the Assessment Consultant is authorised to amend the Candidate's nomination accordingly.

Where the Authorised Representative considers that a Candidate's nomination does not meet the requirements specified in section 9.2.2, or the Assessment Consultant considers that a Candidate does not meet the relevant Skills Requirements, the Candidate will be advised of the relevant issue. The Candidate may be requested to provide further information to address the issue. If any such further information is received, the information may be referred to the Authorised Representative or the Assessment Consultant, as applicable, for further consideration.

Where a Candidate does not agree with a decision made by the Authorised Representative or the Assessment Consultant under this section, he or she may appeal to the Chair within three business days of receiving advice of the decision.

Section 9.2.6 applies to the making and resolution of any appeal to the Chair under this section.

The shortlisted eligible candidates will be presented to the Nominations Committee by the Assessment Consultant. The Nominations Committee will be responsible for interviewing the eligible candidate(s) and presenting its selected candidate(s) to the existing members of the Board and the THPL Board for approval and appointment.

9.2.2 Determination of Eligibility for Nomination

To be eligible for the nomination process, a nomination for a Candidate:

- a) must be received during the relevant Nomination Period;
- b) must be made on the relevant Nomination Form, and be fully completed and signed by the Candidate; and
- c) must be accompanied by the Candidate's duly completed:
 - i. Applicant's Statement;
 - ii. Consent to Obtain Personal Information;
 - iii. Consent for Bankruptcy Search;
 - iv. Disclosure of Duties and Interests;
 - v. National Police Application Check; and
 - vi. Statutory Declaration regarding foreign dishonest conduct.

In addition to the above, the following also applies:

- a) a person may submit only one Nomination Form per vacant position;
- b) the Authorised Representative retains discretion to terminate a Candidate Nomination if the completed Nomination Form, associated documents or the searches undertaken on the basis of these documents, contain any information which indicates that the Candidate would or may not meet the requisite minimum standards of propriety or is otherwise unsuitable or ineligible to be a Director of the THPL or the Trustee under this Policy;
- c) in the case of an Employer Director Candidate, the Nomination Form must be duly signed by a representative on behalf of a nominating Employer, and will be rejected if the Authorised Representative cannot reasonably verify that the nominating Employer participates in the Fund;
- d) in the case of a Member Director Candidate, the Nomination Form will be rejected if the Authorised Representative cannot reasonably verify that the Candidate has been a Fund member for at least 90 days; and
- e) in the case of an Independent Director Candidate, the Nomination Form will be rejected if the Authorised Representative can reasonably verify that the Candidate is a Fund member.

The Authorised Representative will also conduct probity checks in relation to each Candidate, in accordance with the Fit and Proper Policy, for the purpose of ensuring that a Candidate will, if elected or appointed, be eligible under the relevant legislation. The Authorised Representative will review the results of the probity checks undertaken in relation to each Candidate.

Only those Candidates for whom the results of the probity checks undertaken are, in the opinion of the Authorised Representative, reasonably satisfactory, will be eligible to have their nominations considered.

9.2.3 Candidate Statements

Each Candidate is required to complete a Candidate Statement providing details which will be provided to the Nominations Committee to assist them in considering Candidates.

A Candidate may supply a photograph for inclusion in their Candidate Statement. Where a photograph is supplied it:

- a) must be a business-style photograph of the Candidate's head and shoulder area;
- b) must be supplied in electronic or digital format; and
- c) should not be more than two years old and should provide a reasonable current representation of the Candidate's physical appearance.

The Authorised Representative has sole discretion to reject any photograph deemed unsuitable for the purpose of submission to the Nominations Committee.

Each Candidate Statement will be reviewed by the Authorised Representative. Where a Candidate Statement contains a statement that is, or may be, misleading, defamatory or inappropriate, the Authorised Representative the Candidate and request that an amended Candidate Statement be provided within three business days of the date on which the advice is given (the Statement Day).

If a Candidate is requested to provide an amended Candidate Statement and fails to do so by 5pm (AEDT) on the Statement Day, the Returning Officer will deem that no Candidate Statement was received from that Candidate and declare that the Candidate has withdrawn.

If an amended Candidate Statement is received by 5pm (AEDT) on the Statement Day, the Authorised Representative will review it as soon as practicable following receipt, but no later than the business day following the Statement Day.

The Authorised Representative may determine that it requires further adjustment and may contact the Candidate directly to discuss the matter. Where agreement cannot be reached between the Authorised Representative and the Candidate, as to the content of the amended Candidate Statement, the Authorised Representative and/or the Candidate may appeal to the Chair within five Business Days of the Statement Day.

Section 9.2.6 applies to the making and resolution of any appeal to the Chair under this section.

In considering an appeal, the Chair may, but is not obliged to, determine a deadline for receipt by the Chair of an amended Candidate Statement containing the Candidate's final changes to their Candidate Statement (the Statement Finalisation Day).

If a Statement Finalisation Day is determined by the Chair under this section, and:

- a) the Candidate fails to lodge a final Candidate Statement by 5pm (AEDT) on that Statement Finalisation Day, the Chair will advise the Authorised Representative, who will deem that no Candidate Statement was received and declare that the Candidate has withdrawn; or
- b) the Candidate lodges a final Candidate Statement by 5pm (AEDT or AEST as applicable) on that Statement Finalisation Day, the Chair will review it and make a decision to accept or reject the final Candidate Statement.

A decision of the Chair under this Rule will be final and binding on the Candidate.

9.2.4 Accepted candidates

A person will be accepted as an eligible Candidate if:

- a) their Prospective Director Forms have been accepted under sections 9.2.2 and 9.2.3; and
- b) the Assessment Consultant has determined the person meets the Skills Requirements for the director position for which the person has nominated (including any amended nomination) under section 9.2.2.

The Assessment Consultant will provide details of the shortlisted eligible Candidates to the Nomination Committee as applicable as soon as practicable but in any event no later than one business day after the completion of assessments undertaken under section 9.2.2.

The Assessment Consultant will send written notice to each nominated Candidate advising whether or not they have been accepted as an eligible Candidate no later than the following business day after receipt of the list of accepted Candidates under this section.

9.2.5 No eligible candidates for a director position with Position-Specific Skills

If Position-Specific Skills have been determined to apply to a director position, and, as at the Nominations Close Date there are no eligible Candidates for that position (the Vacant Nomination), then either or both of the following may occur:

- a) the Assessment Consultant may review the skills of Candidates nominated for other positions to determine if there are any Candidates possessing appropriate skills for the Vacant Nomination; or
- b) the Authorised Representative may determine that the Position-Specific Skills determined for the Vacant Nomination will not apply or are varied such that Candidates nominated for other director positions would be able to meet the relevant Skills Requirements for the Vacant Nomination.

Where any alternative Candidate for the Vacant Nomination is identified under this section, the Assessment Consultant may discuss the Vacant Nomination with that alternative Candidate, and, provided that the Assessment Consultant is satisfied that the alternative Candidate satisfies the Skills Requirements for the Vacant Nomination, then the alternative Candidate may instruct the Assessment Consultant that they wish to change their nomination to apply to the Vacant Nomination, and the Assessment Consultant is authorised to amend the Candidate's nomination accordingly.

If the Assessment Consultant determines under this section to amend a Candidate's nomination to apply to a Vacant Nomination, they must advise the Authorised Representative of the amended nomination.

9.2.6 Appeals to the Chair

Any appeal to the Chair must be made in writing and be delivered or sent to the Authorised Representative. All appeals must state the Candidate's name, the decision or matter being appealed against and the reasons for the appeal.

The Authorised Representative must forward each appeal received to the Chair as soon as possible, and no later than the next business day after receipt.

The Chair must, within five business days of receiving an appeal, make a decision on the matter.

A decision of the Chair on an appeal under this section is final and binding on all Candidates and prospective Candidates.

The Chair must advise their decision on any appeal to the Authorised Representative in writing within five business days of receiving all the information which they reasonably believe is required to determine the appeal.

The Authorised Representative must notify the Candidate who requested the appeal no later than the next business day following receipt of advice from the Chair.

In circumstances where the Chair is unavailable or unable to act in relation to an appeal under this section, they may appoint and delegate their authority in relation to the matter, to any one of the Board's Committees.

9.2.7 Withdrawal of a candidate

An employer who at any time prior to the Declaration of Appointment ceases to participate in the Fund must advise the Authorised Representative immediately and any Employer Director Candidate nominated by them must withdraw, unless they obtain consent to their continued nomination from another employer who has not already nominated an Employer Director Candidate in the election.

Any Member Director Candidate who at any time prior to the Declaration of Appointment ceases to be a Fund Member must advise the Authorised Representative immediately and withdraw as a Member Director Candidate.

A Candidate:

- a) may withdraw at any time up until 5pm (AEDT) five business days after the relevant Nomination Close Day by giving written notice to the Returning Officer; and
- b) must withdraw at any time he or she ceases to satisfy the eligibility criteria specified in section 9.2 by giving written notice to the Authorised Representative as soon as reasonably practicable after becoming aware that he or she ceases to satisfy those criteria.

Appendix 2 – Criteria for Director Selection

10.1 Potential Candidates

Factors to be considered when reviewing a potential candidate for a Board position may include:

- a) the skills, experience, expertise and personal qualities and attributes that will best complement the existing Board's skills base;
- b) the diversity of Board composition before and after an appointment;
- c) the capability of the candidate to devote the necessary time and commitment to the role;
- d) potential conflicts of interest, and independence; and
- e) alignment with culture, philosophy and values of the Trustee, which is dedicated to excellence in super, delivered with care.

10.2 Personal characteristics of Candidates

The Board is committed to a culture of values to promote excellence in super, delivered with care and seeks candidates that collectively and individually as Directors will act in a manner that is consistent with prioritising the best financial interests of the beneficiaries of the Fund over all other duties.

In applying for a director position, candidates need to display some, or all of the qualities as listed below either in an interview or in written form:

- a) can demonstrate leadership and embrace change;
- b) understand the nature and purpose of superannuation in people's lives;
- c) can master over time the concepts involved in investments, insurance, regulations, and law, retirement and business strategies;
- d) are visionaries who can muster and govern the complex issues around retirement and superannuation;
- e) are team players who appreciate diversity, are experienced in life, display wisdom and alternative views;
- f) demonstrate an understanding of the importance of relationship with members and employers;
- g) understand the difference between governance and management;
- h) demonstrate understanding and commitment to the values, vision, mission and goals of the Trustee; and
- i) understand the time commitment required to fulfil the responsibilities of a director (average 1 day a week).

10.2.1 General eligibility criteria

In order to be eligible for nomination as a Director, a person must:

- a) be aged at least 18 years;
- b) meet the Skills Requirements applicable to the director position for which they are nominated, including any Position-Specific Skills applicable to that position;
- c) satisfy all the requirements in the Relevant Legislation or that are otherwise prescribed or permitted by APRA to be a Director of a company which is the trustee of a Standard Employer-Sponsored Fund;

- d) satisfy all regulatory policies or requirements of any relevant regulatory body, including without limitation, APRA, that are applicable to directors of THPL and the Trustee;
- e) satisfy the requirements of the the Trustee’s regulatory licences, including without limitation, any requirements of any such licence relevant to acting as a director of the Trustee;
- f) satisfy the requirements of Fit and Proper Policy and any other policy or governance statement relevant to or specifying requirements for holding office as a director of the Trustee;
- g) undertake that, if appointed, they will comply with the Constitution of each of THPL and the Trustee, and all applicable requirements of the Relevant Legislation, and the Trustee’s regulatory licences and policies;
- h) undertake to comply with this Policy; and
- i) not be ineligible under section 10.2.3.

10.2.2 Specific eligibility criteria

In addition to the general eligibility criteria specified in section 10.1.2, the following specific eligibility criteria applies:

a) Member Director:

To be eligible to be nominated or elected as a Member Director:

- i. a person must be a Fund member for at least 90 days prior to nomination as a Member Director candidate; and
- ii. be able to satisfy the Board that the nominee has a direct, substantial and relevant connection to the membership base or to an industry that employs a significant number of our members, to ensure that a deep understanding of our members’ perspective will continue to inform the Trustee’s decision making.

b) Employer Director:

To be eligible to be nominated or elected as an Employer Director:

- i. a person must be nominated as an Employer Director candidate by an Employer; and
- ii. be able to satisfy the Board that the nominee has a direct, substantial and relevant connection to the membership base or to an industry that employs a significant number of our members, to ensure that a deep understanding of our Employers’ perspective will continue to inform the Trustee’s decision making.

c) Independent Director:

To be eligible to be nominated as an Independent Director, a person must meet the definition of section 10 of the Superannuation Industry (Supervision) Act 1992, being a Director of the corporate trustee who:

- i. is not a member of the Fund; and
- ii. is neither an employer-sponsor of the Fund nor an associate of such an employer-sponsor; and
- iii. is neither an employee of an employer-sponsor of the Fund nor an employee of an associate of such an employer-sponsor; and
- iv. is not, in any capacity, a representative of a trade union, or other organisation, representing the interests of one or more members of the Fund; and
- v. is not, in any capacity, a representative of an organisation representing the interests of one or more employer-sponsors of the Fund.

Further, the Board has regard to paragraph 17 of the SPG 510 when determining whether a candidate is eligible to be nominated as an Independent Director. Accordingly, the Board has regard to whether the candidate:

- i. is a beneficial owner of the Trustee or an officer of, or otherwise associated directly with, a substantial shareholder of the Trustee;
- ii. is employed, or has previously been employed, in an executive capacity by the Trustee, another group member or a standard employer sponsor and there has not been a period of at least three years between ceasing such employment and serving on the Board;
- iii. has within the last three years been a director of a standard employer sponsor, a principal of a material professional adviser or a material consultant to the Trustee or another group member, or an employee materially associated with the service provided;
- iv. is a material supplier of the Trustee's business operations or another group member, or an officer of or otherwise associated directly or indirectly with a material supplier;
- v. has a material contractual relationship with the Trustee or another group member other than as a director;
- vi. is eligible to be a member representative or employer representative director on the Board;
- vii. has served as a member representative or employer representative director at any time in the last three years;
- viii. has close personal ties with any person who falls within any of the categories described above; or
- ix. has been a director of the Trustee for such a period that their independence from management and substantial holders may have been compromised.

10.2.3 Ineligibility

The following persons are not eligible to be nominated or elected as a potential candidate:

- a) persons who are, or who at any time in the period of three years immediately preceding the Nomination Start Day have been, employees of the Trustee or THPL;
- b) persons who are employees of any entity engaged by the Trustee to perform a material outsourced activity or be a material provider of services (as that term is used in APRA Superannuation Prudential Standard SPS 231- Outsourcing);
- c) persons who are, or who at any time in the period of three years immediately preceding the Nomination Start Date, been engaged as a consultant to, or been a director or employee of a consultant to the Trustee or any of its related corporate bodies;
- d) persons who are a trustee, or a director or employee of the Trustee, of another Public Offer Superannuation Fund (other than a superannuation fund that the Board of THPL determines is not, and cannot reasonably be expected to become, in substantive competition with the Funds) or a director or employee of a related party of such a trustee, other than the Fund; and
- e) persons who are employees of, or contractors engaged by, any company appointed as the Electoral Agency for the conduct of an election in which the person might otherwise stand as an Employer Director candidate.

For the avoidance of doubt, persons who are, or who have previously been, directors of THPL or the Trustee are not excluded from nomination as a candidate solely by reason of their directorship of THPL or the Trustee.