

## 1 Introduction

### Hume Overview and Objects

- 1.1 Hume Community Housing is a not-for-profit organisation established in 1994. Hume operates as a Tier 1 community housing provider with experience in providing housing and services to customers across New South Wales.
- 1.2 Clause 5 of the Constitution outlines Hume’s object which “*is to provide relief of poverty, sickness, destitution, helplessness and distress to people...by without limitation:*
- (a) *striving to make a significant and substantial contribution to the provision of affordable, appropriate and well-managed rental housing to meet the needs of households in receipt of low incomes or who are otherwise in need of assistance;*
  - (b) *striving to work collaboratively with government and non-government organisations to create and build socially inclusive communities that provide for improved economic, educational and social opportunities and outcomes for people in receipt of low incomes;*
  - (c) *providing and managing accommodation for persons with disabilities;*
  - (d) *developing and managing social housing to find solutions to homelessness, including by creating, providing and managing affordable and appropriate rental housing to meet the needs of households in receipt of low incomes or who are otherwise in need of assistance; and*
  - (e) *doing anything ancillary to the objects in clauses 5(a) to (d).”*

### Standards, Ethics and Values

- 1.3 The Hume Group values have been developed to reflect Hume’s commitment to:
- (a) further the principles of social justice;
  - (b) the ethos of honesty and integrity; and
  - (c) delivering professional and ethical service.
- 1.4 The values of the Hume Group demonstrate we are:
- (a) Champions of change:**
- We
- a. advocate for those who are marginalised;
  - b. create freedom through choice;
  - c. drive continuous improvement;
  - d. develop through self-reflection;

- e. inspire others to action and change.

**(b) Creators of connectivity:**

We:

- a. are passionate about people, families and communities;
- b. bring people together;
- c. support and encourage community empowerment;
- d. practice social justice;
- e. enable social inclusion; and
- f. celebrate diversity.

**(c) Determined to succeed:**

We:

- a. do what is right;
- b. are dynamic, resourceful and efficient;
- c. deliver positive social, environmental and financial outcomes;
- d. get results;
- e. rigorously deliver value for money; and
- f. make decisions that ensure longevity.

**(d) Builders of resilience:**

We:

- a. step up to the challenge and make a positive impact;
- b. strive for balance and perspective;
- c. enjoy a laugh; and
- d. take time to be grateful.

## Hume Group Structure

- 1.5 The Hume Group has a corporate structure that is headed by the Parent Board. Reporting to the Parent Board are the boards of Subsidiaries and Governance Committees as created from time to time.
- 1.6 Any structural change to the Hume Group (including any decision to add or remove Subsidiaries from the Hume Group) must be approved by the Parent Board.

## Purpose and Application of the Group Charter

- 1.7 The purpose of this Group Charter is to provide a framework that promotes high standards of corporate governance across the Hume Group by clarifying the:

- (a) Hume Group structure and governance principles;
- (b) communication channels within the Hume Group;
- (c) role, function, responsibilities and authorities of the:
  - a. Parent Board (including as each relates to the individual directors);
  - b. Subsidiary Boards;
  - c. Governance Committees; and
  - d. management

in setting the direction, management and control of the Hume Group; and

- (d) process for undertaking due diligence within the Hume Group.

1.8 This Group Charter is based on widely recognised Australian good governance practices from the [Governance Institute of Australia](#), the [Australian Institute of Company Directors](#) and other sources and applies to all members of the Hume Group, including but not limited to the activities carried by the Parent Board, Subsidiary Boards and Governance Committees.

1.9 It is acknowledged that some organisations may be operating under different governance documents before joining the Hume Group. However, effective from when an organisation becomes a Subsidiary of Hume, this Group Charter will apply to the Subsidiary.

1.10 Hume will publish this Group Charter on its website.

## 2 Governance Framework

### Hume Governance Overview

2.1 Hume is the parent company of the Hume Group, governed by the Parent Board. It is an Australian public company limited by guarantee and registered under the Corporations Act 2001. It is also a charity registered under the Australian Charities and Not-for-profits Commission Act 2012 and regulated by the ACNC.

2.2 As an ACNC registered entity, Hume and each Subsidiary that operates as a charity must comply with the [ACNC Governance Standards](#) and the governance policies of the Hume Group.

### Hume Group Governance Documents Hierarchy

2.3 The Constitution prevails over any other governance document of the Hume Group. This Group Charter is intended to be read and is subject to:

- (a) the Constitution
- (b) the constitution of any Subsidiaries; and
- (c) other related policies and procedures of Hume that are relevant and support the Parent Board in discharging its legal obligations and conduct of its business.

2.4 Nothing in this Group Charter must conflict with the Constitution or the constitution of a Subsidiary.

2.5 If it is a regulatory requirement that a Subsidiary must have its own board charter, that charter must be endorsed by the Subsidiary Board and approved by the Parent Board.

- 2.6 It is noted that, Terms of Reference (rather than charters) are used for Governance Committees as they are not separate legal entities to Hume.

### 3 Hume Group Governance Principles

- 3.1 Although Hume Group entities are not listed entities, the Parent Board believes that Hume Group entities must provide the same robust governance framework and operate in accordance with the [Australian Securities Exchange \(ASX\) Corporate Governance Council Corporate Governance Principles](#).
- 3.2 The Hume Group Governance Principles as set out in the [Governance Framework](#) have been adapted from the [ASX Corporate Governance Council Corporate Governance Principles](#) and the [Australian Institute of Company Directors' Good Governance Principles and Guidance for Not-for-Profit Organisations](#).

#### Avoiding Duplication of Due Diligence

- 3.3 If a Subsidiary Board or a Governance Committee is dealing with a particular matter, referred to as the '*first board or committee*', it is reasonable for the other boards and Governance Committees within the Hume Group (including the Parent Board) to rely on the due diligence undertaken by the first board or committee.
- 3.4 Nevertheless, a chair of a board or Governance Committee within the Hume Group may:
- (a) inquire about such due diligence with the chair of the first board or committee or the chair of the Parent Board; and
  - (b) if unsatisfied in connection with the due diligence, bring the matter back to the Parent Board for direction before engaging in any further due diligence.
- 3.5 This process of reliance is consistent with the '*Business judgement rule*' under section 180(2)(c) of the Corporations Act 2001 which requires directors to "*inform themselves about the subject matter of [a business decision] to the extent they reasonably believe to be appropriate*".
- 3.6 All directors of the Parent Board are given access to the minutes and papers of each Parent Board, Governance Committee and Subsidiary Board meeting.
- 3.7 All directors of a Subsidiary Board are given access to the minutes and papers of each Subsidiary Board and its committee meeting.

#### Order and Timing of Due Diligence

- 3.8 If a Subsidiary Board is engaging in due diligence on a matter concerning that Subsidiary, the Parent Board or a Governance Committee will not (except in exceptional circumstances) engage in its own due diligence until the chair of the Subsidiary Board or the CEO has first referred to the matter to the Parent Board.
- 3.9 At any time, the Parent Board may ask the Subsidiary Board or a Governance Committee (through the respective chair) to provide an update or make any other inquiry relating to the Subsidiary Board's or Governance Committee's engagement in the relevant due diligence.
- 3.10 If any director or the CEO has concerns relating to a Subsidiary Board's engagement in due diligence, it is expected that these concerns will be brought to the attention of the chair of the Parent Board who will bring the matter to the Parent Board which may make any inquiry or refer to a Governance Committee as it considers appropriate.

#### Decision Making

- 3.11 Good decision making is essential to the efficiency and effectiveness of the Hume Group. As such, the following principles for decision making apply to the Parent Board, Subsidiary Boards and Governance Committees. Decision making:

- (a) must be informed and based on accurate information that is presented in a timely manner;
- (b) must be deliberate and objective, without personal prejudice or bias;
- (c) should consider alternative courses and relevant risk mitigation strategies; and
- (d) should work towards consensus.

## Roles of the Chair and Company Secretary in Governance Conformity

- 3.12 To ensure conformity by directors and Governance Committee members with the Hume Group's governance policies (including this Group Charter) it is acknowledged that it is the role of the:
- (a) chair of the Parent Board to, at all times, ensure the directors, Governance Committee members and management (through the CEO) are conforming to the Hume Group's governance policies; and
  - (b) Company Secretary to continuously monitor such conformity and to immediately bring to the attention of the chair of the Parent Board when deviations occur and to provide appropriate advice.

## 4 Parent Board

### Primary Role of the Parent Board

- 4.1 The primary role of the Parent Board is to govern Hume and, more widely, the Hume Group. The Parent Board is responsible for the overall operations, governance, and performance of the Hume Group.
- 4.2 In carrying out its role, the main responsibilities of the Parent Board are to:
- (a) drive the Hume Group's performance, manage risk and oversee compliance with relevant contractual, statutory and any other legal obligations, including the requirements of any regulatory body;
  - (b) provide leadership and strategic direction for the Hume Group and oversee management's implementation of strategic initiatives for Hume and, more widely, the Hume Group; and
  - (c) appoint, supervise, conduct an annual performance review, and remove the CEO.
- 4.3 It is important that the role of the Parent Board in overseeing the activities of management remains distinct from the role of senior management which is to manage the organisation in accordance with the direction and delegations of the Parent Board.

### Key Functions and Responsibilities of the Parent Board

- 4.4 The Parent Board has the overall responsibility for the operation of Hume and, more widely, the Hume Group. As such, it is not possible to detail the full breadth of the Parent Board's functions, however, the key areas of the Parent Board's responsibility are set out below, noting that the Parent Board may delegate the exercise of some of these functions to the Subsidiary Boards or Governance Committees under the Constitution, this Group Charter, a Subsidiary Constitution or Governance Committee Terms of Reference:
- (a) **Corporate structure and governance and strategic direction:** oversee the development and approve the implementation of an appropriate corporate structure for the Hume Group, appoint directors to (and remove directors from) a Subsidiary Board and work with the CEO to develop, review and approve the strategic plan and review the operational plan for the Hume Group.
  - (b) **Policy:** set governance (as opposed to operational) policies, rules and procedures for the Hume Group which guide the development of a positive organisational culture, enforce ethical behaviour and promote appropriate work methods.

- (c) **Financial integrity and accountability:** monitor the form and content of Hume’s financial statement provided by the CEO and CFO and other statutory reporting obligations, approve the annual financial budgets and financial statements for Hume and actively monitor the financial performance of Hume. Evaluate and make recommendation to the members regarding the appointment or removal of a properly qualified auditor in accordance with the Corporations Act 2001 or ACNC Act (as applicable), whose duties and obligations are regulated by the appropriate law. For the avoidance of doubt, the auditor may only be removed by a members’ resolution at a general meeting.
- (d) **Positive outcomes for customers:** work with the CEO to develop and maintain the Hume Group’s focus on the Hume object (as sets out in the Constitution), and positive customer outcomes. The Parent Board ensures evidence-based systems are in place to inform and drive the best outcomes for customers.
- (e) **Performance monitoring:** oversee the control and accountability systems that ensure the Hume Group is achieving its strategic objectives, complying with legislative requirements and community expectations.
- (f) **Risk and compliance:** ensure robust and effective risk management, compliance, and control systems (including legal compliance) are implemented, including regular review of the risk appetite and risk profile of the Hume Group. Compliance is to be undertaken in accordance with the [Compliance Management Framework](#). The Parent Board views compliance as an integral function and recognises that for Hume’s compliance management system to succeed, it must be championed by the Parent Board along with management. Risk management is to be undertaken in accordance with the [Enterprise-Wide Risk Management Framework](#) with the Governance, Audit and Risk Committee to oversee the implementation of this framework.
- (g) **Oversight and management support:** recruit, support and review the performance of the CEO including approving the succession plan for the CEO. Work with the CEO regarding the appointment, KPI setting, succession planning for and the removal of executive managers (as appropriate). Delegate appropriate powers to the CEO, management, and Governance Committees to ensure the effective oversight of the implementation of strategic objectives and day-to-day management of the business (including monitoring the exercise of these delegations).
- (h) **Stakeholder relations:** ensure that appropriate systems are in place for effectively managing relationships with the stakeholders of the Hume Group and that it is transparent, open, and accountable in its reporting which includes adopting an effective policy for external stakeholder communications. Notify the Registrar for Community Housing as soon as the Parent Board (through the CEO) is aware of an incident relating to its operations that damages (or may damage) the reputation of the community housing sector. The notification will be made in accordance with the [Notifiable Incidents to Registrar Policy](#).
- (i) **Director performance and board succession:** ensure an effective system is in place to regularly monitor and assess the performance of the Parent Board and the Governance Committees, and review and approve the succession planning process for the recruitment and appointment or election of directors.
- (j) **Company Secretary appointment and performance:** ratify the appointment, terms and conditions of appointment including as to remuneration and removal of the Company Secretary as determined by the Parent Board and approve the succession planning process for the appointment of the Company Secretary.

4.5 The Parent Board reserves for itself the authority to:

- (a) enter into strategic commitments outside the ordinary course of business (e.g., joint ventures, investment partnerships, mergers, consortiums or major tenders outside strategic plan priorities);
- (b) create and amend a matrix of competencies and experiences in respect of directors of the Hume Group;
- (c) appoint and, where appropriate, remove directors from a Subsidiary Board;
- (d) appoint and, where appropriate, remove members from a Governance Committee;
- (e) appoint and, where appropriate, remove an employee from the role of a public officer;



- (f) appoint, determine the terms and conditions of the appointment and, where appropriate, remove the Company Secretary;
- (g) create and amend the position description of the CEO;
- (h) appoint and, where appropriate, remove the CEO;
- (i) determine the terms and conditions of employment of the CEO, including as to remuneration and adjustment to their remuneration;
- (j) approve:
  - a. budgets and financial reports for Hume;
  - b. the strategic plan for Hume;
  - c. any matter in excess of the limits delegated to the CEO, the chair and deputy chair of the Parent Board or a chair of a Governance Committee; and
  - d. policies listed in Part B – Governance Policies and Procedures Management Schedule of the [Delegations of Authority Policy](#) or similar governance policies created or approved by the Parent Board from time to time.

## Composition of the Parent Board

- 4.6 The Hume Group aims to have a strong, inclusive and diverse composition of knowledgeable and experienced directors with the values and skills appropriate to performing the roles, responsibilities and expectations as outlined in this Group Charter.
- 4.7 As set out in the Constitution, the Parent Board must comprise at least three but not more than ten directors.

## Directors' Independence

- 4.8 The Constitution requires each director of the Parent Board must be a non-executive director. This ensures that all Parent Board discussions or decisions have the benefit of outside views, experience and independence.
- 4.9 The Parent Board has adopted the guidelines used to assess independence set out in the [ASX Corporate Governance Council Corporate Governance Principles](#). As guidance, to be judged independent, the director must:
  - (a) not be an employee;
  - (b) be independent of management;
  - (c) not have a material business or other relationship (such as a family relationship) or any material interests or influences that could interfere with the director's ability to:
    - a. exercise of independent judgment or the proper execution of a director's duties; and
    - b. to act in the best interests of the Parent Company.
- 4.10 The independence of each director is assessed on an ongoing basis.
- 4.11 For clarity, a former CEO or employee will not qualify as independent unless there has been a period of at least three years since employment ceased with the Hume Group.

## Term, Election, Appointment and Removal of Directors

- 4.12 The members of Hume elect a person to be director of the Parent Board for a term of three years. A director does not need to be a member of Hume.
- 4.13 At the third annual general meeting after their election to the Parent Board, each director must retire. They are eligible for re-election. Directors should not be appointed or elected to the Parent Board for a period of more than ten consecutive years unless otherwise approved by the Parent Board.

### Appointment of Directors by the Parent Board

- 4.14 Under the Constitution, the Parent Board may appoint a director to the Parent Board to fill a casual vacancy or as an addition to the existing directors on the Parent Board as per clause 15.1(d) in the Constitution – generally until Hume’s next general meeting.
- 4.15 A Subsidiary Constitution may set out the process and the circumstances in which the Parent Board may appoint directors to a Subsidiary Board.

### Removal of Directors

- 4.16 The conditions and process for the resignation and removal of directors and members is set out in the Constitution.
- 4.17 A Subsidiary Constitution may set out the process and the circumstances for the resignation and removal of directors from a Subsidiary Board.

### Skills, Competencies and Independence Needed for the Parent Board of Directors

- 4.18 To be appointed or elected to the Parent Board, a person:
- (a) must be at least 18 years of age;
  - (b) must not be an employee of Hume;
  - (c) should have an understanding of Hume;
  - (d) should demonstrate a commitment to:
    - a. Hume’s object;
    - b. the goals of the Hume Group; and
    - c. social justice;
  - (e) must have knowledge of directors’ legal obligations; and
  - (f) should possess qualifications, expertise and experience the Parent Board determines necessary or desirable from time to time.
- 4.19 The Parent Board determines a board skills matrix, considering the skills, competencies and behaviours it considers valuable and necessary for good governance of Hume and the Hume Group more broadly. The Parent Board will review and update this skills matrix as required.
- 4.20 The Parent Board regularly assesses the range of qualifications, expertise, experience and diversity on the Parent Board to:
- (a) identify particular competencies and perspectives that will best increase the effectiveness of the Parent Board; and



(b) consider the need to maintain a balance between maintaining experience and ensuring the gradual and controlled rotation of directors.

4.21 The Hume Group strives to maintain an appropriate gender balance while ensuring that all recruitment decisions are based on merit and ensure the diversity within Hume is reflective of the sector and communities within which it operates, in terms of gender and cultural diversity.

### Recruitment Process

4.22 An expression of interest process will usually be used to identify eligible candidates for nomination to the Parent Board although other procedures may be adopted as appropriate from time to time. The Hume Group may advertise a vacant position identifying the essential and desirable skills required through various external communications channels including newspapers and community networks.

4.23 Nominees will be asked to make a written application.

4.24 All applications will be provided to the Parent Board for shortlisting following endorsement of the People and Culture Committee.

4.25 All shortlisted director applicants should be interviewed by appointed representatives of the Parent Board including the chair of the People and Culture Committee.

4.26 Eligible nominees will be contacted and advised if their nomination will be presented at the next Parent Board meeting for approval or the annual general meeting for appointment. Unsuccessful nominees will be contacted and advised of the outcome.

### Directors' Remuneration

4.27 All non-executive directors are remunerated for their roles within the Hume Group.

4.28 In addition, directors are entitled to be reimbursed for their reasonable expenses incurred in performing their duties concerning the business of the Hume Group in accordance with the [Hume Director Expense Reimbursement Procedure](#).

### Outside Directorships

4.29 In order that directors of the Hume Group can fulfil their duties as directors, it is expected that each director will continually assess the number of boards, and any Governance Committees of those boards, on which they serve, to ensure that each organisation can be given the time and attention required.

4.30 It is expected that a director of the Hume Group will inform the chair of the Parent Board (or chair of a Subsidiary, if applicable) prior to accepting an invitation to become a director of any organisation outside of the Hume Group if the director reasonably considers the proposed directorship may interfere with the ability of the director to fulfil their duties as a director for Hume or a Subsidiary. The chair of the Parent Board (or Subsidiary, if applicable) will consider whether the proposed directorship will interfere with the ability of the director to fulfil their duties as a director for Hume or a Subsidiary. The Parent Board or relevant Subsidiary will also determine whether there is any conflict of interest.

### Letter of Appointment

4.31 New non-executive directors of the Parent Board will be engaged through a letter of appointment setting out the terms and conditions of their appointment, expectations of directors, fees, indemnity and directors' and officers' insurance information, Code of Conduct, requirements for the disclosure of conflicts of interest and the confidentiality deed. The letter of appointment will expressly state that the director must advise the Company Secretary if any action is brought against them which could lead to them being banned as a director.

4.32 Upon their appointment to the Parent Board, each director will receive an induction kit and induction to the Parent Board from the CEO in collaboration with the chair of the Parent Board. New directors will be provided

with the relevant documents to help carry out their roles, including the Constitution, this Group Charter and access details to the Board Effect App.

- 4.33 The induction kit will also include information to ensure all new directors are provided with an adequate understanding of the Hume Group's operations, financial position, risks and performance from an historical, current and strategic perspective.
- 4.34 New non-executive directors of a Subsidiary Board will receive a similar induction process and may receive copies of induction documentation as described above as it relates to the Subsidiary (with the exception, generally, of a letter of appointment).
- 4.35 Prior to appointment, each new director will be required to affirm that they are not currently prohibited from being a director by either ASIC or the ACNC. The Company Secretary will undertake a check of the registers of banned directors held by both regulatory bodies and confirm that the director is not currently prohibited from being a director of either a for-profit or not-for-profit company.
- 4.36 The Parent Board may also require other checks to be undertaken by the Company Secretary in relation to a potential director (e.g., checks regarding the person's character, experience, education, criminal record, bankruptcy and possible conflict of interest) prior to the final confirmation of their appointment.
- 4.37 All directors appointed to a board must consent to the appointment in writing.

### Gifts and Entertainment

- 4.38 In accordance with the [Gifts and Hospitality Policy](#), directors must not accept any gift, loan, fee, reward or other advantage with a value exceeding \$100 unless prior approval is obtained from the Risk and Compliance Manager. Some gifts of nominal value (up to \$100 in value) may be accepted provided there is no possibility that the recipient may be (or may appear to be) compromised by the process.
- 4.39 Cash in the form of a gift or benefit may never be accepted under any circumstances.
- 4.40 The details of all gifts or benefits received by directors must be declared by the recipient and notice provided to the Risk and Compliance Manager for recording in the Gift Register.

## 5 Chair and Deputy Chair of the Parent Board and Company Secretary

- 5.1 The Parent Board elects a director to be its chair to lead the board and facilitate its work, as well as a deputy chair to assist the chair as and when required.
- 5.2 The chair of the Parent Board may be removed from office by resolution of the Parent Board when reasonable notice of this resolution is given to all directors.

### Role of the Chair of the Parent Board

- 5.3 As per the general business practices and the Constitution, the Parent Board elects a director to be the chair of the Parent Board at the first meeting of the Parent Board following Hume's annual general meeting, or as the Parent Board otherwise determines.
- 5.4 There are two main aspects to the role of the chair of the Parent Board, namely, within the boardroom, and outside the boardroom.
- 5.5 Inside the boardroom, the role of the chair of the Parent Board is set out in sections 14.6 and 14.7 of Hume's Constitution.
- 5.6 Outside the boardroom, the role of the chair of the Parent Board includes to:
  - (a) undertake appropriate public relations activities in conjunction with the CEO;

- (b) chair the annual general meeting;
- (c) be the major point of contact between the Parent Board and the CEO and to establish and maintain an effective working relationship with the CEO;
- (d) supervise the Company Secretary;
- (e) where necessary, provide feedback to the CEO and directors from time to time;
- (f) discharge approval authority as delegated by the Parent Board; and
- (g) administer the process for handling complaints against any director other than the chair, in which case such process will be handled by the deputy chair.

## Role of the Deputy Chair of the Parent Board

- 5.7 The deputy chair of the Parent Board is a director elected by the Parent Board at its first meeting following Hume's annual general meeting or as the Parent Board otherwise determines.
- 5.8 The deputy chair of the Parent Board supports the chair of the Parent Board and acts as chair when the chair of the Parent Board is unavailable or unable.
- 5.9 In summary, the role of the deputy chair is to:
- (a) be equipped, in the absence of the chair of the Parent Board, to assume the roles and responsibilities of the chair of the Parent Board;
  - (b) support the chair of the Parent Board in the leadership of the Parent Board;
  - (c) stand in as chair of the Parent Board if a conflict of interest arises with the chair of the Parent Board;
  - (d) undertake representational activities on behalf of Hume when authorised by the chair or the Parent Board; and
  - (e) be a point of contact for directors, particularly for performance or other issues involving the chair of the Parent Board.
- 5.10 There is no assumption that the deputy chair of the Parent Board will become the next chair of the Parent Board when that position becomes vacant.

## Role of the Company Secretary

- 5.11 The Company Secretary is appointed and dismissed for the Hume Group by the Parent Board under the Constitution. The Parent Board may appoint more than one Company Secretary for the Hume Group.
- 5.12 The Company Secretary is charged with facilitating the governance processes for the Hume Group and holds primary responsibility for ensuring that the processes and procedures of the boards and Governance Committees of the Hume Group run efficiently and effectively.
- 5.13 The Company Secretary is accountable to the Parent Board, through the chair of the Parent Board, on all governance matters and reports to the chair of the Parent Board as the representative of the Parent Board, as delegated by the Parent Board, from time to time.
- 5.14 The specific tasks of the Company Secretary can be categorised into meetings and minutes, compliance and governance administration as broadly set out below:
- (a) **Meetings and minutes:** in relation to meetings and minutes, the Company Secretary is responsible for:

- a. preparing the annual calendar (work plan) for the Parent Board and Governance Committees for adoption by the Parent Board;
- b. notifying the directors in writing in advance of a meeting of the Parent Board as specified in the Constitution or a Subsidiary Board in line with the Subsidiary Constitution;
- c. ensuring the agenda and board papers are prepared and forwarded to directors prior to the meeting as set out in the Group Charter and any associated policies;
- d. recording, maintaining and distributing the minutes of all board meetings (whether it be a meeting of the Parent Board or a Subsidiary Board) and Governance Committee meeting;
- e. maintaining a complete set of papers for each board meeting and Governance Committee meeting;
- f. preparing for and attending all annual and extraordinary general meetings of Hume and any Subsidiary; and
- g. recording, maintaining and distributing the minutes of all general meetings of Hume and any Subsidiary.

(b) **Compliance:** with respect to compliance, the Company Secretary is responsible for:

- a. ensuring all legislative obligations and requirements of the ACNC, ASIC, ATO, Community Housing Registrars and any other regulatory body are met;
- b. overseeing the development, implementation, communication and maintenance of compliance policies, processes and procedures; and
- c. providing counsel to the Hume Group on corporate governance principles and director liability.

(c) **Governance administration:** the Company Secretary is responsible for the following governance administration tasks:

- a. maintaining the Register of Ongoing Conflicts of Interest and the Register of Related Party Transactions;
- b. maintaining a Resolutions Register for the Parent Board, all Subsidiary Boards and Governance Committees;
- c. maintaining the Governance Policies and Procedures Management Schedule (as set out in Part B of the [Delegations of Authority Policy](#)) as approved by the Parent Board;
- d. assisting the chair of the Parent Board with the induction of new directors of the Hume Group;
- e. maintaining, updating and ensuring that all directors have an up-to-date copy of this Group Charter and associated governance documentation;
- f. maintaining the [Delegations of Authority Policy](#);
- g. reporting at each meeting of the Parent Board and any Subsidiary Board the documents executed under a power of attorney, documents executed in accordance with section 127 of the Corporations Act 2001 and reporting on the use of the Hume or a Subsidiary common seal; and
- h. any other services the chair of the Parent Board or the Parent Board may require.

5.15 All director or member appointments, resignations and removals for Hume, its Subsidiaries or Governance Committees shall be managed through the Company Secretary.

5.16 The Company Secretary must hold appropriate qualifications.

- 5.17 The Company Secretary will be allocated such resources as the Parent Board believes reasonably necessary to fulfil this role.
- 5.18 Each director and member of the Parent Board, Subsidiary and Governance Committees has the right to seek information from the Company Secretary to assist them to fulfill their responsibilities in connection with the business of the Hume Group. However, if a director is requesting the Company Secretary undertake a significant task, the chair of the Parent Board and CEO should be copied into such request.

## 6 Subsidiaries

### Overview and Governance

- 6.1 The Parent Board may create entities, Subsidiaries, or cause Hume to acquire any interest in any existing entity or Subsidiary, as it sees fit.
- 6.2 Hume may create a wholly owned Subsidiary or may acquire another existing organisation in such a way that Hume becomes the sole member or shareholder of that organisation. This section applies to the Hume Subsidiaries and outlines consistent and appropriate levels of governance and management of the companies that are wholly owned subsidiaries of Hume.
- 6.3 The Parent Board has endorsed a process for establishing Subsidiaries for the purpose of facilitating development opportunities and enabling the Subsidiary to hold relevant project assets. However, subject to Parent Board approval, a Subsidiary may also be established for other business opportunities which may involve project specific licensing requirements.
- 6.4 The Subsidiaries must be managed and operated for the benefit of the Hume Group as a whole, as per the strategy, policies and procedures of the Hume Group.
- 6.5 Subsidiaries are governed by a Subsidiary Constitution and various Hume governance documents, including, but not limited to, the Constitution, this Group Charter and Hume policies, procedures or the policies of a Subsidiary.
- 6.6 Each Subsidiary is required to ensure that its constitution is consistent with this Group Charter. However, if this Group Charter conflicts with a Subsidiary's Constitution, the Subsidiary's Constitution prevails.
- 6.7 A Subsidiary Board may be required to create an operating charter that sets out information to comply with local statutory requirements and any additional provision. Any Subsidiary Board operating charter must be consistent with this Group Charter and have the prior written approval of the Parent Board.

### Role of the Subsidiaries

- 6.8 The Subsidiaries may operate across several domestic jurisdictions with Hume to oversee and coordinate compliance with all regulations in the jurisdictions of each Subsidiary, unless delegated to the Subsidiary or its board by Hume.
- 6.9 The role of each of the Subsidiary Boards is to support the Parent Board in providing oversight of the Hume Group and assist the Parent Board to discharge its legislative responsibilities. The Subsidiary Boards provide regular reports to the Parent Board. The Parent Board must be provided with access to the Subsidiary Board's meeting papers and minutes.
- 6.10 The Hume Group Governance Principles set out in clause 3 of this Group Charter apply to Subsidiaries and their boards.

### Role of the Subsidiary Boards

- 6.11 The directors of a Subsidiary Board have a duty to ensure that the Subsidiary does not trade whilst insolvent and, as a general rule, must act in the best interests of the Subsidiary, Hume as the parent or holding company



and the Hume Group. This is consistent with the Corporations Act 2001 and common law duties of directors appointed by a parent board to its subsidiaries (whether or not wholly owned).

- 6.12 Where directors of a Subsidiary Board are unclear as to what is in the interests of the Hume Group, the Subsidiary Board may, through a Subsidiary Board minute, request guidance from the Parent Board. Similarly, should the directors of the Parent Board wish to direct a Subsidiary Board regarding the interests of the Hume Group, the Parent Board will do so by way of a resolution of the Parent Board.
- 6.13 When a Subsidiary is created, the Subsidiary Board must endorse and execute an intercompany management agreement with Hume which facilitates the adoption of an operational model that supports the reporting and sharing of information throughout the Hume Group and enables the CEO to oversee the Subsidiary's management jointly with the Subsidiary Board, as delegated by the Parent Board and in line accordance with relevant Hume governance documents, including but not limited to, the Constitution, relevant Subsidiary's Constitution, Hume policies and this Group Charter.
- 6.14 The CEO will direct the Subsidiary from time to time on Subsidiary related matters that significantly impact the strategy, reputation, finances or any other areas of the Hume Group or the Parent Company. Therefore, each Subsidiary Board must:
- (a) accept the authority of the CEO, as delegated, for Subsidiary related matters that significantly impact the strategy, reputation, finances or any other areas of the Hume Group or the Parent Company;
  - (b) work collaboratively with the CEO, Hume management and observe and give guidance and leadership consistent with the Hume Group strategy, policies and practices; and
  - (c) receive and provide appropriate levels of reporting and dissemination of information to the CEO and Hume management on the affairs and operations of the Subsidiary as determined by the Parent Board or the CEO from time to time.
- 6.15 In addition, each Subsidiary Board (in consultation with the CEO in line with the delegation) will be principally responsible for compliance with laws, regulations and registration requirements applicable to the Subsidiary. The Subsidiary Board will oversee:
- (a) planning activities, including the development and approval of the Subsidiary's strategic plan, annual plan, annual budgets and long-term budgets (including operating budgets, capital expenditure budgets and cash flow budgets) and its implementation;
  - (b) health and safety and environmental liabilities, obligations and protections;
  - (c) financial operations and solvency of the Subsidiary;
  - (d) permits and licencing requirements as relevant;
  - (e) lodgement of registration, licensing, accounts and tax returns;
  - (f) the Subsidiary's risk management; and
  - (g) local statutory matters specific to the jurisdiction in which the Subsidiary operates.

### Reporting to the Parent Board

- 6.16 The chair of each Subsidiary Board will provide a verbal or written report on the Subsidiary Board's activities and recommendations to the Parent Board at the request of the Parent Board.
- 6.17 The minutes of the meeting of the Subsidiary Board must be tabled at the Parent Board meeting after the minutes are approved by the Subsidiary Board.
- 6.18 If a material event or risk arises within or relating to a Subsidiary, the chair of the Subsidiary Board must immediately report this event or risk to the chair of the Parent Board and the CEO. A material event or risk is



one which will, or has the potential to, have a significant impact on the reputation or cause a significant financial loss to the Hume Group.

### Appointment of Subsidiary Board Directors

- 6.19 Subsidiary Board directors are appointed by either one or both of the following:
- (a) by the Parent Board; or
  - (b) under the terms of the Subsidiary Constitution.
- 6.20 Each Subsidiary Board must comprise at least three directors, generally comprising of two executive directors and one non-executive director.
- 6.21 Subsidiary Board directors are appointed under applicable Hume Group policies and legal requirements.
- 6.22 The term of appointment and the maximum number of terms of the Subsidiary Board directors will be set out in the Subsidiary's Constitution.
- 6.23 All director appointments, resignations and removals shall be managed through the Company Secretary.

### Skills, Competencies and Independence Required for the Subsidiary Board Directors

- 6.24 The Parent Board's policy is that:
- (a) there be a majority of executive directors on a Subsidiary Board;
  - (b) there be at least one non-executive director on a Subsidiary Board;
  - (c) the chair of each Subsidiary Board must be a non-executive director; and
  - (d) all directors of a Subsidiary Board should bring specific competencies and experience that add value to the Subsidiary.
- 6.25 The Parent Board should consider the purpose of the Subsidiary in determining appropriate Subsidiary Board membership to be considered on a case-by-case basis. For example, if the purpose of the Subsidiary is to manage and hold the assets for a development project, it may be appropriate for the Chair of the Growth, Development and Sustainability Committee to also be a non-executive director on the Subsidiary Board.

### Delegations and Limits of Authority

- 6.26 The Parent Board approves the [Delegations of Authority Policy](#) that outlines detailed information on delegations and authorities from the Parent Board.
- 6.27 The [Delegations of Authority Policy](#) applies to the Hume Group including the Subsidiaries and their boards, and each Subsidiary Board will be advised of all delegations as they impact the Subsidiary.
- 6.28 The Parent Board retains the powers to direct and manage a Subsidiary and delegates this power to the Subsidiary or their boards via the Constitution, Subsidiary Constitution and other governance documents including the [Delegations of Authority Policy](#) and this Group Charter.
- 6.29 Consequently, directors of a Subsidiary Board (save for the executive directors) have no individual authority to participate in the day-to-day management of the Subsidiary. The Subsidiary Board has the overall responsibility for the operation of the Subsidiary, however, the day-to-day operational management of the Subsidiary rests with the CEO who will report to the Subsidiary Board. The exception to this principle occurs when a Subsidiary Board, through resolution, explicitly delegates authority to an individual director of the Subsidiary Board.

- 6.30 Any such delegations must be recorded in the Subsidiary's minute book and delegations register and must not seek to minimise, detract or circumvent any other delegation of the Parent Board or CEO as appropriate or cause a practical hindrance to those delegations.
- 6.31 The Subsidiary Board may be required to create delegations of authority for the Subsidiary that sets out detailed information on delegations and authorities from the Parent Board to Subsidiaries, from the Subsidiary to its employees. Any Subsidiary Board delegations of authority must have the prior written endorsement of the Parent Board and must be consistent with the Constitution, Subsidiary Constitution, [Delegations of Authority Policy](#) and other Hume policies, and this Group Charter.

## 7 Joint Ventures and Investments and Governance Committees

- 7.1 The Parent Board may create joint ventures, investment partnerships, mergers, committees or advisory boards or cause Hume to acquire any interest in any existing entity or Subsidiary, or enter into any joint venture investment partnership, merger, in any jurisdiction, as it sees fit.
- 7.2 The roles of each of the Governance Committees are to support the Parent Board in providing oversight of the Hume Group and assist the Parent Board to discharge its legislative responsibilities.

### Joint Ventures and Investments

- 7.3 Whilst it is acknowledged that a joint venture or investment partner will generally have its own charter, nothing in this Group Charter must conflict with the constitution or charter of that joint venture or investment partner. In addition, the charter of any joint venture or investment partner must be endorsed by the board of the joint venture or investment partner and approved by the Parent Board.

### Governance Committees

- 7.4 While the Parent Board bears ultimate legal responsibility for the organisation, the Parent Board has delegated some of its powers and functions (under various governance documents such as the Terms of Reference and the [Delegations of Authority Policy](#)) to its Governance Committees. This may include having a Subsidiary Board report directly to a Governance Committee from time to time.
- 7.5 Under the Constitution, the Board may, from time to time, create committees by establishing (and amending) Terms of Reference for those committees' containing objectives, rules and procedures to which those committees must strictly comply.
- 7.6 Each Governance Committee has formal Terms of Reference that set out their purpose, functions, authority, membership, meeting schedule, reporting processes and any delegated powers of the committee.
- 7.7 In considering delegating its authority and powers concerning its Governance Committees, the Parent Board acknowledges that the Terms of Reference must be consistent with the [ACNC's Governance Standards](#), in particular, Standard 5 which requires board members to, amongst other matters:
- (a) act in the best interest of the charity;
  - (b) manage the financial affairs of the charity responsibly; and
  - (c) to manage conflicts of interest.
- 7.8 From time to time, a Governance Committee may identify areas for in-depth consideration or due diligence which sit outside of their Terms of Reference or delegated powers. In this case, the Governance Committee must first advise the Parent Board of the matter and seek a direction from the Parent Board on whether such consideration or due diligence (and the resources involved) is warranted. A Governance Committee must not undertake such consideration or due diligence without a direction (by way of a resolution) from the Parent Board.

- 7.9 The Terms of Reference, membership and chair of each Governance Committee is determined by the Parent Board considering the competencies, skills and experience of directors, the spread of work and the potential for individual development opportunities.
- 7.10 The performance of each Governance Committee, its members and chairs are reviewed as required.
- 7.11 The chair of each Governance Committee reports matters of substance to the next Parent Board meeting.
- 7.12 Each Governance Committee is entitled to obtain independent professional advice at Hume's expense. It is expected that before seeking professional advice, the chair of the Governance Committee will inform the chair of the Parent Board about the nature of the opinion or information sought, the reason for the advice, the scope and the estimated cost for the advice. The Parent Board may approve the expenditure.
- 7.13 Each Governance Committee will be a sufficient size, will exercise independent judgement and include members of technical expertise to discharge its obligation effectively. It has three members and is chaired by a director. The chair of the Governance, Audit and Risk Committee must not be the chair of the Parent Board.

## 8 Management

### Role of Management

- 8.1 While the Parent Board bears ultimate legal responsibility for the organisation, the Parent Board has delegated some of its powers and functions (under various governance documents such as under the [Delegations of Authority Policy](#)) for the day-to-day management and operation of Hume to management to ensure the efficient and effective functioning of Hume.
- 8.2 It is the role of management, through and under the supervision of the CEO, to – amongst other things – manage the day-to-day operations, attend to tactical, short-term or medium-term matters of the Hume Group as per the strategic directions, framework, policies and delegations approved by the Parent Board.

### CEO

- 8.3 The CEO is the most senior executive of Hume.
- 8.4 The CEO works with the Parent Board to develop and subsequently implement the Parent Board-approved strategies and is responsible for the overall management and performance of the Hume Group. The CEO reports directly to the Parent Board.
- 8.5 The CEO's performance is assessed annually by the Parent Board.
- 8.6 The responsibilities of the CEO are set out in the position description of the CEO.
- 8.7 The Parent Board will develop and maintain a succession plan for the CEO. The succession plan contains basic details for the recruitment of a new CEO including a schedule detailing the role and responsibilities related to CEO recruitment, advertising selection and decision-making processes. This plan must cover planned and unplanned departures and will be reviewed and updated as required.
- 8.8 The Parent Board has designated the CFO (or, in the absence of the CFO, the COO, or, in the absence of the CFO and COO, another executive manager) to assume the role of acting CEO in a situation where the CEO is unexpectedly unable to perform the role to ensure that there in place an emergency management regime that can operate. In the case of planned short-term (up to 30 calendar days) absences of the CEO, the chair of the Parent Board will confirm the person who is to be acting CEO after discussion with the CEO. For longer planned absences of the CEO (more than 30 calendar days), the Parent Board will approve the person to be acting CEO, taking advice from the CEO.
- 8.9 The Parent Board's approach to setting of the CEO and the Executive Leadership Team's remuneration is in accordance with the [Remuneration and Benefits Policy](#) with the responsibility delegated to the People and Culture Committee.

- 8.10 The Parent Board is responsible for evaluating the CEO's remuneration every two years with the responsibility delegated to the People and Culture Committee.
- 8.11 The CEO has key responsibility for internal communications.

### Seeking Information and Accessing Management

- 8.12 With prior consultation of the chair of the Parent Board, each director or Governance Committee member is entitled to have access and raise queries with the CEO and with management (with prior consultation with the CEO). The chair of the Governance Committee is to be consulted appropriately if the matter concerns or impacts the Governance Committee.
- 8.13 Notwithstanding this authority and process, the Parent Board will normally receive reports, briefing notes and advice from the:
- (a) CEO or COO regarding most organisational or operational matters as appropriate;
  - (b) CFO regarding financial matters; and
  - (c) Company Secretary (or other relevant governance officer such as the Head of Governance, Risk and Legal) regarding governance, compliance and/or risk management matters.

### Managing Communications with Members

- 8.14 Hume respects the rights of members and aims to ensure that members are fully informed by:
- (a) communicating effectively with them;
  - (b) providing ready access to balanced and understandable information about the Hume Group, e.g. website material, electronic communication, annual reports, strategic plans and newsletters;
  - (c) encouraging full participation at annual general meetings; and
  - (d) undertaking tenant surveys and reporting on results.
- 8.15 Hume invites members to attend '*Tenant Voice Meetings*' to provide two-way communication between Hume and its members. Tenant Voice Meetings provide an opportunity for Hume to impart to members a greater understanding of the business, as well as to discuss areas of concern or interests of the members.

## 9 Individual Directors

### Directors' General Roles

- 9.1 The directors of the Hume Group (as a whole) have ultimate responsibility for the overall successful operations of the Hume Group. The responsibilities of individual non-executive directors include:
- (a) providing an external and independent view on the running of the business of the Hume Group, its governance and best boardroom practice;
  - (b) providing independent counsel to the relevant chair and CEO;
  - (c) together with the relevant board as a whole, providing independent oversight to ensure the effective implementation of relevant board and Governance Committee decisions by the CEO;
  - (d) providing original input and contribution to relevant board meetings and, where appropriate constructive challenge of processes and procedures;

- (e) providing scrutiny of management's performance in meeting agreed strategies, plans, goals and objectives, as well as monitoring reporting of performance;
  - (f) ensuring the Hume Group delivers fair outcomes for its customers;
  - (g) together with the relevant board as a whole, ensuring the Hume Group is operating within the risk appetite and [Enterprise-Wide Risk Management Framework](#) as agreed by the Parent Board;
  - (h) participating in Governance Committees as necessary;
  - (i) updating and refreshing their skills, knowledge and familiarity with the Hume Group and being aware of risks to the business of the Hume Group and the regulatory environment; and
  - (j) demonstrating the required skills, knowledge, qualifications and experience.
- 9.2 The fundamental assumption of individual directors of the Hume Group is that each director will always act in the best interests of the Parent Company and subsequently in the best interest of the Hume Group. The 'best interests' of Hume are paramount to the interests of other members of the Hume Group.

### Directors' Duties

- 9.3 The companies of the Hume Group are involved in numerous activities which are regulated by various laws. Each director needs to be abreast of and comply with their obligations under applicable laws, as personal liability for each director may rise from a breach of these laws.

### Confidentiality

- 9.4 Directors' obligations on confidentiality are set out in the [Code of Conduct](#), to which each director must agree to be bound as a condition of their appointment to a board of the Hume Group.
- 9.5 Directors must keep confidential all discussions and deliberations concerning the Hume Group which are not otherwise public knowledge, and not discuss or disclose the details of those discussions and deliberations to persons who have a conflict of interest concerning the matter discussed or who otherwise are not entitled to the information.

### Code of Conduct

- 9.6 Directors must review, sign and conform to the [Code of Conduct](#) upon their appointment and must comply with the [Code of Conduct](#) as amended from time to time.
- 9.7 if there is a breach of the [Code of Conduct](#) by a director, the person who discovers the breach will report the breach to the CEO. The CEO will undertake an investigation to ascertain the facts and will report the outcomes to the Parent Board.
- 9.8 A breach of the [Code of Conduct](#) by a director may cause the Parent Board to ask for your resignation.
- 9.9 In addition to the [Code of Conduct](#), the Hume Group has in place policies to promote ethical and responsible decision making including the [Fraud and Corruption Prevention Policy](#); [Declaration of Conflict-of-Interest Policy](#); [Gifts and Hospitality Policy](#) and [Whistleblower and Employee Disclosure Policy](#).

### Time Commitment

- 9.10 To effectively perform the duties and responsibilities of a director, sufficient time must be devoted to the role. Where a director or Governance Committee member fails to attend three scheduled meetings and fails to notify the chair of their absence, the director or member is in breach of their obligations and may be removed from the board or committee.



- 9.11 Directors are expected to allocate sufficient time as needed for other occasional Hume Group business/ events or relevant industry events.

## Conflict of Interest and Related Party Transactions

- 9.12 Each director of the Hume Group must act in accordance with the [Declaration of Conflict-of-Interest Policy](#) and is expected to review the policy regularly to ensure awareness of their ongoing obligations regarding management and disclosure of conflicts of interest.
- 9.13 Directors must disclose actual, perceived or potential conflicts of interest which may exist or might reasonably be thought to exist between the interests of the director or the director's family and close acquaintances and the interests of the Hume Group in carrying out its activities.
- 9.14 If a director cannot or is unwilling to remove a conflict of interest, the director must absent themselves from the room when discussing matter to which the conflict relates, the minutes of the meeting must record the director's entry and exist.
- 9.15 If the board passes a resolution that identifies the director, the nature and extent of the director's interest and clearly states that the remaining directors are satisfied that the interest should not disqualify the director, then that director, then the director can take part in discussions and voting involving those interests.
- 9.16 Under s 192(1) of the Corporations Act 2001, "A director who has an interest in a matter may give the other directors standing notice of the nature and extent of the interest in the matter" and that such notice "may be given at any time and whether or not the matter relates to the affairs of the company at the time the notice is given". Such notices will be recorded in a Register of Ongoing Conflicts of Interest.
- 9.17 The same requirement regarding conflict of interest exists for related party transactions. Related party transactions include any proposed financial transactions between a director and the Hume Group and are to be reported in writing to the Board after being proposed and prior to the contract being executed. Directors should be aware that in certain circumstances, related party transactions may require the approval of the members. Legal advice must be first obtained where a significant transaction is proposed which may be classified as a related party transaction.
- 9.18 The Company Secretary is responsible for maintaining a Register of Ongoing Conflicts of Interest and Register of Related Party Transactions.

## Access to Independent Professional Advice

- 9.19 Each director of the Hume Group is expected to exercise considered and independent judgment on the matters before them. To discharge this expectation, a director may, from time to time, need to seek independent, professional advice on matters before them, for example independent taxation or legal advice.
- 9.20 It is expected that before seeking professional advice, a director of Hume will inform the chair of the Parent Board about the nature of the opinion or information sought, the reason for the advice, the scope and the estimated cost for the advice. The chair of the Parent Board may approve the expenditure (with such approval to not be unreasonably withheld). If the chair does not approve the expenditure, the director may seek approval of the Parent Board for the expenditure.
- 9.21 Any professional advice received should be received on behalf of the Parent Board as a whole unless the legal advice suggests otherwise.

## Board Protection

- 9.22 Hume arranges for the benefit of each director of the Hume Group, subject to cover availability at commercially acceptable premiums to the satisfaction of the Parent Board, a policy of Directors and Officers insurance (and similar protective documents) in such reasonably accepted form approved by the Parent Board, after advice taken from Hume's insurance brokers.



- 9.23 Hume maintains the directors' and officers' insurance for each director of Hume and of each Subsidiary, to commence on the date they are appointed as a director and to continue for a further seven years from the date at which they cease to be a director.

## 10 Board Procedures

- 10.1 The Parent Board establishes meeting procedures for the effective conduct of Parent Board's business (through its meetings or otherwise via out-of-session decisions) to support effective decision-making open, robust and candid deliberations, including for matters set out below:
- (a) effective planning of the Hume Group's agendas and calendar, including an appropriate number of meetings with additional sessions as required for strategic planning and other agreed functions; and
  - (b) conducting effective meetings (either face-to-face or via appropriate technology) including outline requirements around meeting quorum, voting procedures, delivery of briefing papers and other relevant information to the Parent Board, minute-taking, record keeping, communication of decisions, action items and follow up.

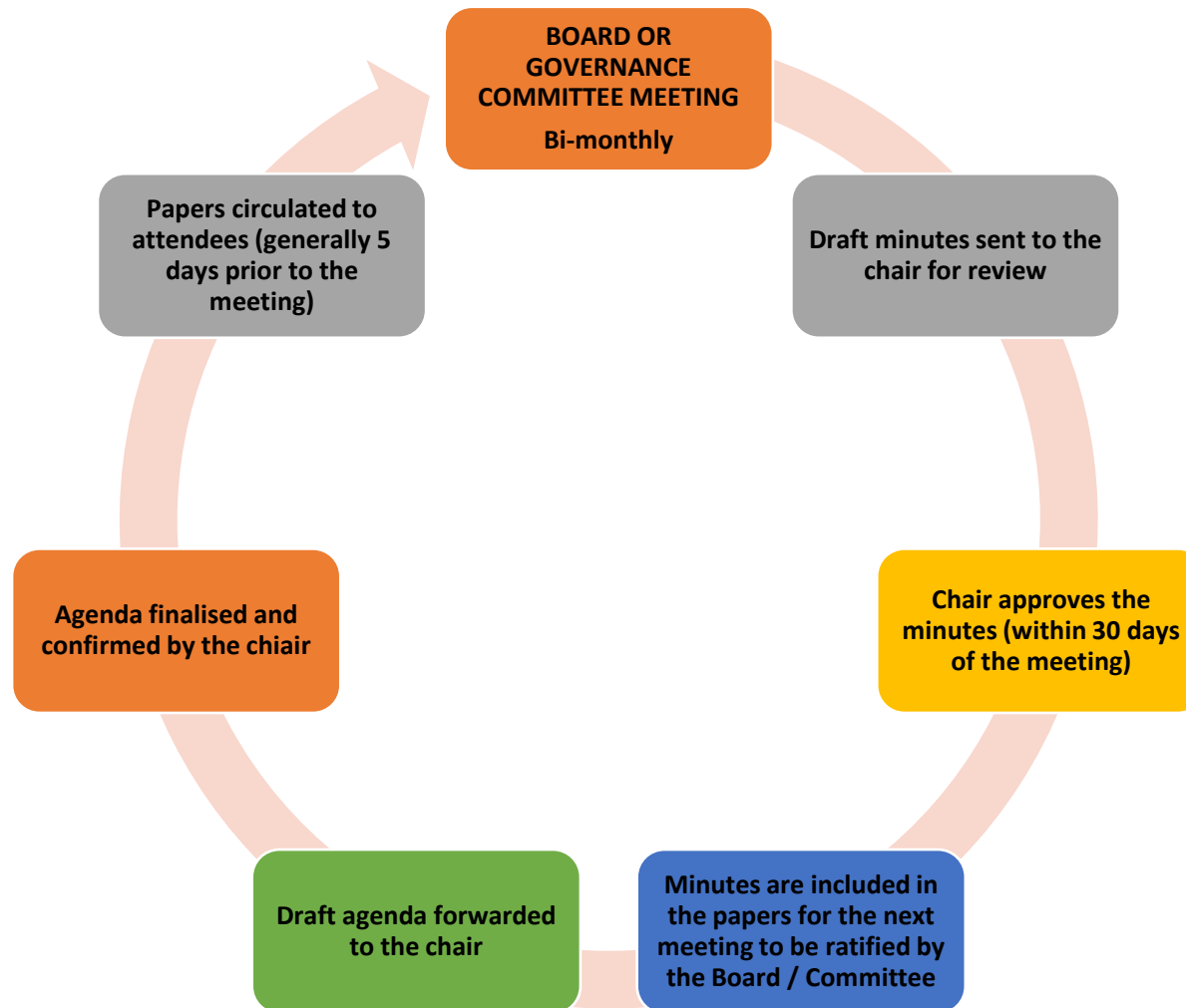
### Meeting Frequency

- 10.2 Unless otherwise agreed, the Parent Board meets at least bi-monthly with meetings to be held on the second Tuesday of every second month. In addition, the Parent Board will meet to approve the financial statements and for a strategic planning workshop.
- 10.3 Alternatively, a Parent Board meeting can be convened by the chair of the Parent Board acting either unilaterally or at the request of a director. In such circumstances, a minimum of seven calendar days' notice should usually be given unless it is an emergency meeting.
- 10.4 While it is envisaged that the Parent Board will generally meet in-person, it is recognised that meetings may be convened electronically.
- 10.5 Each Governance Committee will meet electronically and bi-monthly or as otherwise determined necessary.

### Meeting Cycle

- 10.6 **Figure 1** outlines a bi-monthly indicative meeting cycle to assist with the smooth running of Hume Group governance processes.
- 10.7 This indicative meeting cycle aims to provide directors with sufficient time to review the agenda and meeting papers.

# Hume Group Charter



**Figure 1: Indicative Meeting Cycle**

## Meeting Agenda

- 10.8 A formal agenda is an important part of any meeting because it shapes the information flow and subsequent discussion. An agenda must be prepared for each meeting of the Parent Board, Subsidiary Board and Governance Committee.

## Agenda Preparation

- 10.9 The CEO in consultation with the chair of the Parent Board, Subsidiary Board or Governance Committee and Company Secretary will prepare the first draft of the upcoming meeting agenda.

## Papers

- 10.10 The chair together with the Company Secretary is responsible for the preparation and circulation of the meeting papers. The meeting papers will usually be published and made available to the directors or Governance Committee members no later than five calendar days before the meeting. The relevant chair may approve additional agenda items to be included in the meeting papers at any time.
- 10.11 If a paper related to a matter in which there is a declared conflict of interest with a director or Governance Committee member, then the relevant paper must be removed by the Company Secretary from the meeting pack that is provided to that director or member.
- 10.12 Bearing in mind the need to ensure sufficient time to compile meeting papers before a meeting, the relevant chair will meet with the Company Secretary to commence preparation of the agenda. This meeting will generally take place at least 14 days prior to the meeting. Prior to the publication of the meeting pack, the chair may request to review any paper or any other information supporting each agenda item to ensure the paper considers the right matters, adds to the discussion and helps directors reach a decision.
- 10.13 All papers must be clearly marked 'For Decision', 'For Discussion' or 'For Noting' and use the approved Hume template. All decision papers should commence with the draft resolution.
- 10.14 No papers requiring consideration or decision can be tabled at a meeting except with the approval of the relevant chair.

## Attendees

- 10.15 Attendees of Parent Board, Subsidiary Board and Governance Committee meetings comprise all directors or members of the relevant board or committee, the CEO, CFO, Company Secretary and the minute-taker.
- 10.16 In addition, other members of the Executive Leadership Team and senior managers speaking to board papers or scheduled to give presentations and other parties needing decisions to be taken may be invited by the CEO, with the prior written approval of the chair, for the relevant part of the meeting.

## Emergency Decision-Making – Circulating Resolutions

- 10.17 Any urgent decision that cannot wait until the next Parent Board or Subsidiary Board meeting can be dealt with by circulating resolution under the Constitution or Subsidiary's Constitution.
- 10.18 A circulating resolution will pass once a majority of directors entitled to vote on the resolution send to the Company Secretary written confirmation that they are in favour of that resolution in accordance with the Constitution or Subsidiary's Constitution.

- 10.19 Directors must provide the Company Secretary with contact details in the event they need to be urgently contacted for the purpose of a circulating resolution or other business.

### Quorum

- 10.20 For a decision to be valid, a quorum of directors or Governance Committee members must be present at the board or committee meeting.
- 10.21 Where a director or Governance Committee member is unable to attend a scheduled meeting, it is expected they will offer apologies as soon as practicable and, where circumstances allow, at least 48 hours prior to the scheduled meeting. Apologies should be made to the chair of the meeting and to the CEO.
- 10.22 It is expected that if a director or Governance Committee members is an apology for a meeting, they will contact the chair to discuss the matters to be raised at the coming meeting and provide input or feedback to them. Alternatively, if this is not possible, they will contact the chair after the meeting to receive an update from the meeting.
- 10.23 Where apologies have been received and the scheduled meeting will not achieve quorum, the relevant constitution or Terms of Reference for the meeting need to be consulted for appropriate handling of the situation.
- 10.24 Where directors or Governance Committee members have convened for a scheduled meeting and a quorum has not been achieved, the meeting may still commence but any resolutions made will not be binding until such time as the resolutions are ratified by a majority of directors or members.

### Voting

- 10.25 A majority of directors or members present and entitled to vote decides questions arising at a meeting of the Parent Board, Subsidiary Board or Governance Committee. Each director or member has one vote on every occasion.

### Questions on Notice arising from Board and Governance Committee Papers

- 10.26 It is expected that all directors and Governance Committee members will attend meetings of the Hume Group having thoroughly read all board and Governance Committee papers before the relevant meeting.
- 10.27 As soon as possible after the relevant papers are made available, if a director has any questions arising from those papers that are of a detailed nature which might require a detailed response or research by management to appropriately respond, such a question should generally be put as a question on notice (which must go through the relevant chair as applicable). The chair will then decide on the most appropriate means of addressing those questions, including passing those questions onto the CEO for a response from management.
- 10.28 It is expected that questions on notice (as described above) will be raised to allow management sufficient time to formulate a response for the relevant meeting (taking into account weekends, public holidays or other approved absences), and will be used only when – in respect of questions from the Parent Board – the level of detail required to sufficiently answer the question cannot be provided without advance notice or time.
- 10.29 Management may answer queries raised by directors or Governance Committee members without notice but may have reasonable time to deliver a considered response and supply accurate information in a form as determined by the relevant chair.

### In-Camera Session

- 10.30 The directors of the Parent Board or a Subsidiary Board may, if they consider it warranted, meet without the presence of the Company Secretary or management unless expressly requested regarding the specific issues being discussed.

- 10.31 The purpose of an in-camera session is to allow the directors to informally raise, discuss or explore any issues of concern, particularly those that are of a sensitive nature and which it is considered inappropriate to discuss more broadly. These sessions facilitate discussions without notes being taken, or without the harsh light of observers glaring. They are not designed, nor should they be used, as a forum to raise personal agendas or special interests, nor to alter a decision that has been presented by management and approved.
- 10.32 The chair of the Parent Board or Subsidiary Board may advise the Company Secretary if minutes from the in-camera session are to be included in the relevant board meeting minutes and, if so, the content of these minutes.

### Note-Keeping on Papers

- 10.33 The only records of Hume Group meetings are the official records kept by the Company Secretary under the requirements of the Corporations Act 2001. However, directors may choose, at their discretion, to keep their own personal notes or comments on board or Governance Committee papers. If individual directors choose to make personal notes or comments on papers, they should be aware that such notes and comments are discoverable under law and therefore should proceed with caution in this regard.
- 10.34 As a guideline directors should only keep personal notes or comments on papers for a period of 18 months. Each non-executive director should delete all papers downloaded from the Board Effect App and containing personal notes or comments after 18 months.

### Electronic Access to Papers

- 10.35 Papers for all meetings of the Hume Group and other governance documentation including Terms of Reference, policies and plans are provided electronically through the Board Effect App which is administered by the Company Secretary. Directors have access to the Board Effect App via a secure log-in and password.

### Minutes

- 10.36 The minutes of a meeting of the Hume Group will usually contain a brief reference to the relevant paper tabled and any resolution adopted by the directors or Governance Committee members.
- 10.37 Any conflict of interest declared by directors or Governance Committee members will be recorded in the minutes.
- 10.38 All decisions are recorded in the minutes by means of a formal resolution.
- 10.39 The chair will read the precise resolution to the directors or Governance Committee members and ask for all in favour and those against. If a director or member does not voice dissent, it is taken that they are in favour of the resolution. The exact wording is recorded in the minutes and whether the resolution was carried or defeated but not contain the number of votes.
- 10.40 Directors or Governance Committee members who abstain or dissent can ask to have their decision noted in the minutes.
- 10.41 Where a draft resolution as recommend in the papers is not adopted, a summary of the reasons for the alternative course of action should be noted in the minutes. In addition, if points are raised by directors or Governance Committee members that are not in the supporting papers, a brief summary of these points should be recorded in the minutes.
- 10.42 In keeping with good practice, the minutes:
- (a) are a concise summary of the matters discussed at the Parent Board, Subsidiary Board or Governance Committee meeting and reflect a balance of narration and resolution:
  - (b) are in an easily readable format;

- (c) provide sufficient material to enable a director, Governance Committee member other reader who did not attend the meeting to understand the business conducted and the decisions reached, risks identified and the rationale for the judgement – usually through reference to the relevant paper or presentation by management; and
- (d) provide robust evidentiary documentation in the event of litigation or investigation but do not waive legal privilege or in any way prejudice the legal position.

10.43 Minutes of a meeting should follow the outline of the meeting agenda and contain at a minimum:

- (a) date, time and location of the meeting;
- (b) list of attendees, positions and apologies;
- (c) any conflict of interest declared;
- (d) agenda items discussed with resolutions adopted;
- (e) actions arising from the meeting; and
- (f) unresolved items i.e., items postponed or not considered with an explanation.

10.44 Minutes are prepared in draft by the minute-taker, reviewed by the Company Secretary and provided to the relevant chair for review as soon as practicable following the meeting. The chair will approve the minutes within 30 days of the meeting to then be ratified by the relevant board or Governance Committee at the next meeting.

10.45 The Company Secretary must maintain minutes for all meetings of the Hume Group under the requirements of the Corporations Act 2001 on file at Hume's Head Office.

### Hume Group Annual Calendar – Work Plan

10.46 The Parent Board will adopt a rolling annual calendar which includes all scheduled meetings of the Parent Board, Subsidiary Boards and Governance Committees as well as major corporate and Parent Board activities.

## 11 Board Development and Evaluation

### Board Evaluation

- 11.1 The Parent Board considers the ongoing development and improvement of its performance as a critical input to effective governance. As a result, the Parent Board will undertake an evaluation of the board itself and the performance of each director – including the chair as reasonably required.
- 11.2 The key elements of this performance evaluation process are that the process should be objective and independent; encourage open and constructive discussion regarding performance; and each individual performance assessment should remain confidential.

### Board Development

- 11.3 The Hume Group is committed to providing relevant and ongoing training and development opportunities for directors and members of Governance Committees to assist in effective governance of the Hume Group. Training will be sought from recognised experts in governance and housing.
- 11.4 The Parent Board can approve funds for any identified relevant training opportunities for directors and members of Governance Committees.

## 12 Supporting Documents



12.1 This Group Charter is supported by a range of policies and procedures, which guide and support the work of the Hume Group. Some of these are listed below:

- (a) Constitution (Parent Company and Subsidiaries);
- (b) Policies – [Notifiable Incidents to Registrar Policy](#), [Delegations of Authority Policy](#), [Gifts and Hospitality Policy](#), [Remuneration and Benefits Policy](#), [Code of Conduct](#), [Declaration of Conflict-of-Interest Policy](#), [Compliance Management Framework](#), [Enterprise-Wide Risk Management Framework](#), [Fraud and Corruption Prevention Policy](#), [Whistleblower and Employee Disclosure Policy](#); and
- (c) Terms of Reference.

## 13 Definitions

13.1 In this Group Charter, unless the context otherwise requires and where not otherwise defined:

Term	Definition
ACNC	means the Australian Charities and Not-for-profit Commission
ASIC	means the Australian Securities and Investments Commission
ATO	means the Australian Tax Office
CEO	means the Chief Executive Officer of the Hume Group appointed by the Parent Board
Company Secretary	means the company secretary appointed by the Parent Board for the Hume Group
Constitution	means the constitution of Hume as approved by the members and amended from time to time
COO	means the Chief Operating Officer of the Hume Group
Executive Leadership Team	means the employed members of the Hume Group executive management including the CEO, COO, CFO, Head of Governance, Risk and Legal, Head of Development and Growth and Head of Strategy, Transformation and Engagement.
Governance Committee	means a committee of the Parent Board established under the Constitution
Group Charter	means this document as amended from time to time
CFO	means the Chief Financial Officer of the Hume Group
Hume	means Hume Community Housing Association Company Limited
Hume Group	means the corporate structure that includes Hume, Subsidiary Boards and Governance Committees as created from time to time
KPIs	means key performance indicators
Parent Board	means the current directors of Hume
Parent Company	means Hume
Subsidiary	means a company in which Humes is the sole member or owns all or at least a majority of the shares
Subsidiary Board	means the appointed board of directors of a Subsidiary
Subsidiary Constitution	means the document of that name, approved by the Parent Board, which sets out the governance framework of a Subsidiary
Terms of Reference	means the governance document approved by the Parent Board or the Governance, Audit and Risk Committee (as delegated) that defines the purpose and structure of the relevant Governance Committee

## 14 Approval and Review Details

Approval and Review	Details
Approval Authority	Parent Board
Policy Owner	Head of Governance, Risk and Legal
Next Review Date	01/03/2026

Approval and Review	Details
Policy History	Hume Group Charter
Original Approval Authority and Date	Board – 12/03/2024
Amendment Authority and Date	Original Approval on 12/03/2024
Notes	<p>With the approval of the Hume Group Charter, the following governance policies have been retired:</p> <ul style="list-style-type: none"> <li>Board Induction Policy</li> <li>Board Recruitment Procedure</li> <li>Conduct at Meetings Procedure</li> <li>Governance Policy</li> <li>Standards, Ethics and Values Statement</li> <li>Non-executive Director Position Description</li> </ul>