



# Board Governance Manual

last updated 25 May 2026

[benevolent.org.au](http://benevolent.org.au)

**benevolent** SOCIETY  
Your life. Your way.

## **Acknowledgment of Country**

The Benevolent Society acknowledges the Traditional Owners of Country throughout Australia and recognises their continuing connection to land, waters and communities. We pay our respects to them and their cultures, and to Elders past, present and future.

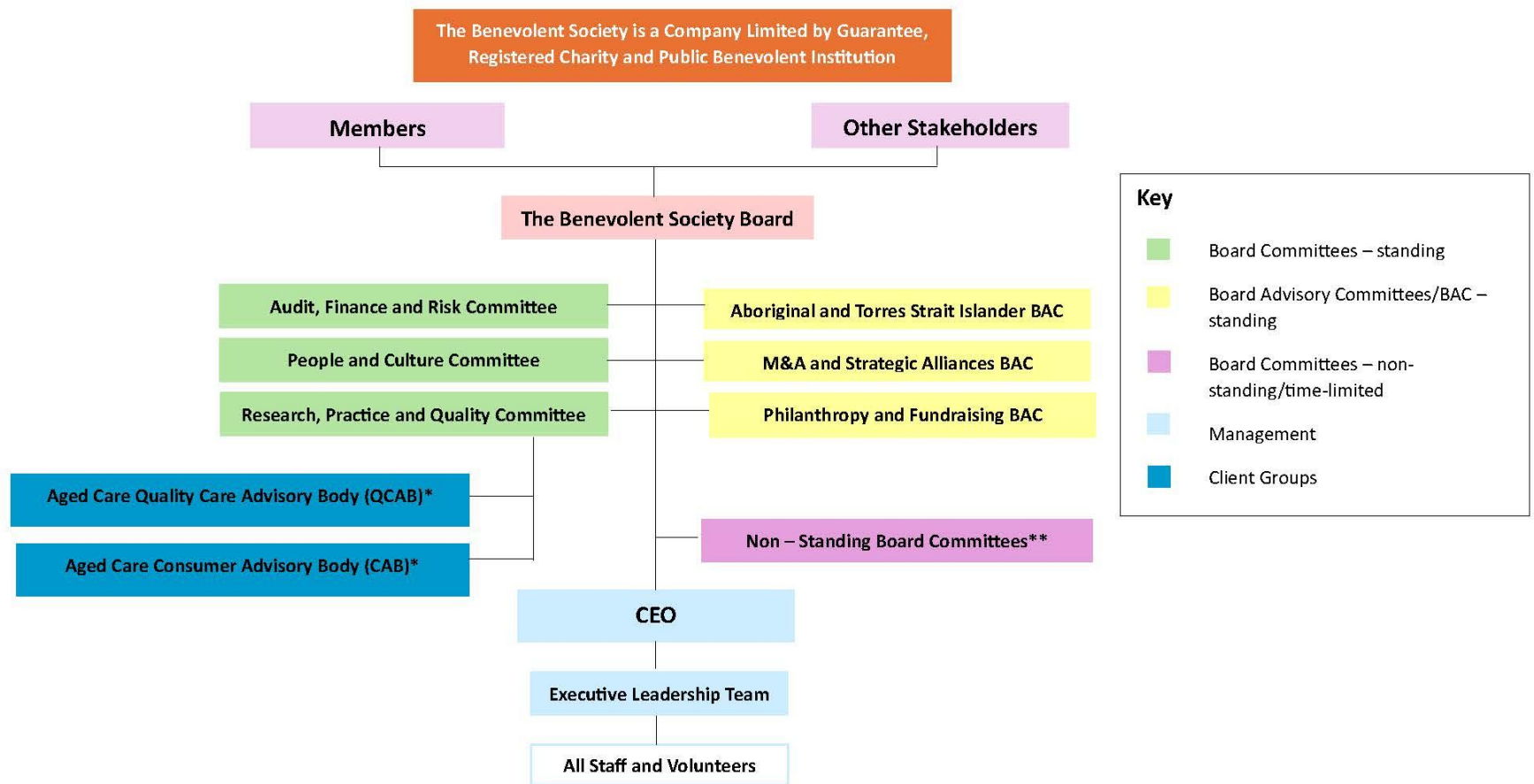
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## 1. Overview

This document sets out information about our Board and Committees and in particular, the charters of each of these governing bodies. Each charter is comprised of specific and standing rules, outlining the purpose, role and functioning of the Board and Committees. Documenting these charters helps the Board and Committees maintain transparency and accountability and effective decision-making.

## 2. Board Governance at a Glance



\* These advisory bodies submit a report to the Board through the Research, Practice and Quality Committee every 6 months which the Board responds to accordingly.

\*\* Committees may be created to address specific matters, projects, initiatives or specific interests.

	<b>Board</b>	<b>Audit, Finance and Risk Committee</b>	<b>People and Culture Committee</b>	<b>Research, Practice and Quality Committee</b>	<b>Aboriginal and Torres Strait Islander Board Advisory Committee</b>	<b>Mergers and Acquisitions (M&amp;A) and Strategic Alliances Board Advisory Committee</b>	<b>Philanthropy and Fundraising Board Advisory Committee</b>
<b>Chair</b>	Ken Smith	Mahir Momand	Lorraine Sheppard	Robyn Mildon	David Wenitong and TBA as co-Chairs	Chris Knoblanche	TBA
<b>Composition</b>	Ken Smith Michael Bromley Julie Cleary Chris Knoblanche Robyn Mildon Mahir Momand Paul Ronfeldt Lorraine Sheppard David Wenitong	Mahir Momand Julie Cleary Lorraine Sheppard Ken Smith (ex-officio)	Lorraine Sheppard Robyn Mildon Mahir Momand Paul Ronfeldt Ken Smith (ex-officio)	Robyn Mildon Michael Bromley Lorraine Sheppard Ken Smith (ex-officio)	David Wenitong Natalie Brown Simone Hudson (subject to CRC check) Craig Rigney Joy Savage Michelle Steele Ken Smith (ex-officio)	Chris Knoblanche Michael Bromley Mahir Momand Lorraine Sheppard Ken Smith (full member)	TBA Ken Smith (full member)
<b>Permitted Size</b>	3-12	2-8	2-8	2-8	2-8	2-8	2-8
<b>Quorum</b>	3	2	2	2	2	2	2
<b>General Frequency of Meetings per year</b>	6 with at least 2 in-person meetings	4	4	4	4	Every 2 months	TBA
<b>Responsible Executive</b>	CEO	Executive Director, Finance, IT and Corporate Services	Executive Director, People and Culture	Executive Director, Child, Youth and Family	Executive Director, Aboriginal and Torres Strait Islander Partnerships	Executive Director, Business Development and Philanthropy	Executive Director, Business Development and Philanthropy
<b>Permanent Invitees</b>	<ul style="list-style-type: none"> <li>• CEO</li> <li>• Executive Director, Finance, IT and Corporate Services</li> <li>• Unless otherwise stated by the Board, other Executives on an as-needs basis</li> </ul>	<ul style="list-style-type: none"> <li>• Executive Director, Finance, IT and Corporate Services</li> <li>• CEO</li> <li>• Senior leaders responsible for Finance and Risk</li> </ul>	<ul style="list-style-type: none"> <li>• Executive Director, People and Culture</li> <li>• CEO</li> </ul>	<ul style="list-style-type: none"> <li>• Executive Director, Child, Youth and Family</li> <li>• CEO</li> <li>• Executive Director, Disability, Ageing and Carers</li> <li>• Senior leaders responsible for Practice, Safeguarding, Quality, Data, Evaluation</li> </ul>	<ul style="list-style-type: none"> <li>• CEO</li> <li>• Executive Director, Aboriginal and Torres Strait Islander Partnerships</li> </ul>	<ul style="list-style-type: none"> <li>• CEO</li> <li>• Executive Director, Business Development and Philanthropy</li> <li>• Executive Director, Finance, IT and Corporate Services</li> <li>• Group General Counsel</li> <li>• Senior leader responsible for Business Development</li> </ul>	<ul style="list-style-type: none"> <li>• CEO</li> <li>• Executive Director, Business Development and Philanthropy</li> <li>• Executive Director, Finance, IT and Corporate Services</li> <li>• Senior leaders responsible for Business Development and Philanthropy</li> </ul>

### 3. Specific Rules - Board

last updated with effect from 25 May 2026

1.	<b>Application</b>	These Specific Rules apply to the Board (the <b>Board</b> ) and are to be read in conjunction with the <a href="#">Standing Rules</a> .
2.	<b>Purpose</b>	The purpose of the Board is to ensure the organisation is effectively fulfilling its charitable purpose as outlined in the Constitution whilst operating within a robust governance framework that ensures the organisation conducts its activities legally, ethically and responsibly.
3.	<b>Role</b>	The role of the Board is to oversee the organisation's governance, strategy and performance and to ensure there are effective systems in place for accountability, transparency and the proper use of resources.
4.	<b>Accountable to</b>	The Board is accountable to the members and recognises its responsibility to consider the interests of other key stakeholders, including clients, employees, volunteers, donors and funders, government, regulators, suppliers and the broader community in which Benevolent operates (Stakeholders).
5.	<b>Nature</b>	The Board is a permanent governing body that is required by law.
6.	<b>Size and Composition</b>	<p>The Board appoints membership to the Board in accordance with the Constitution.</p> <ul style="list-style-type: none"> <li>• The Board will consist of non-executive and independent Board Directors only.</li> <li>• The Board will consist of at least three and no more than 12 Board Directors.</li> <li>• The process of selection and appointment of new Board Directors to the Board is that when a vacancy arises, the Board and/or People and Culture Committee identifies candidates with appropriate skills, experience and expertise. An external search agency may be engaged in the process. Candidates with the skills, experience and expertise that best complement the Board's effectiveness will be recommended to the Board. When the Board considers that a suitable candidate has been found, that person may be appointed by the Board to fill a casual vacancy in accordance with Benevolent's constitution, but must stand for election by members at the next annual general meeting.</li> <li>• Board Directors will be engaged by a letter of appointment setting out the terms and conditions of their appointment. Board Directors will be expected to participate in induction, onboarding and ongoing development as required from time to time.</li> <li>• Maximum tenures apply. Board Directors must retire from office in accordance with the Constitution. Retiring Board Directors may be eligible for re-election. Before each annual general meeting, the Board Chair will assess the performance of any Board Director standing for re-election and the Board will determine their recommendation to members on the re-election of the Board Director (in the absence of the Board Director involved). The Board (excluding the Board Chair) will conduct the review of the Board Chair.</li> </ul>
7.	<b>Board Chair</b>	The Board Chair is appointed by the Directors. The tenure of the Board Chair is 5 years, subject to requirements set out in the Constitution.
8.	<b>Responsible Executive</b>	Chief Executive Officer
9.	<b>Permanent Invitees</b>	Chief Executive Officer Executive Director, IT, Finance and Corporate Services Unless otherwise stated by the Board, other Executives attend on an as-needs basis.
10.	<b>Responsibilities</b>	The Board has the following responsibilities: (a) ensuring Benevolent and its subsidiaries <b>operate within an appropriate corporate</b>

**governance framework** as well as maintaining oversight and monitoring effectiveness including:

- (i) approving a change in the corporate governance structure;
- (ii) adopting the most appropriate corporate governance standards;
- (iii) approving the Corporate Governance Statement on an as-needs basis;
- (iv) reviewing its corporate governance practices;
- (v) considering the reviews of the performance of the Board and Committees, noting self-assessments are carried out annually and an external review is carried out every 2 – 3 years; and
- (vi) taking reasonable steps to ensure that its Board Directors and officers understand and carry out the duties set out in the onboarding materials, as updated from time to time, accessible to the Board via the Resource Centre of the Board management platform.

(b) **demonstrating leadership and driving strategy** including:

- (i) approving organisational purpose and strategic objectives;
- (ii) overseeing Management in its implementation of strategic objectives, instilling of organisational values and monitoring performance generally; and
- (iii) approving a new service or program outside the strategy and authorising the signing of any funding, grant or service agreement involving incoming funds.

(c) **fostering a proactive culture of risk awareness and compliance across the organisation** including:

- (i) satisfying itself that the enterprise risk appetite and an appropriate risk management framework is in place for financial and non-financial risks, reviewing their effectiveness at least annually, and ensuring recommended improvements are implemented;
- (ii) approving the assignment of enterprise risks to the Board and Committees for review;
- (iii) approving any specific enterprise risk assessment assigned to the Board for review;
- (iv) approving and overseeing any potential, pending or actual legal claim/litigation including the formation of any deeds of release and/or settlement escalated by the Audit, Finance and Risk Committee;
- (v) satisfying itself that the organisation is consistently operating in full compliance with all applicable laws, regulations and sector/industry standards as well as adhering to the organisation's compliance frameworks including, without limitation, ensuring ongoing compliance with service delivery-specific governance, financial and prudential requirements relevant to Benevolent's range of service areas, such as aged care, child, youth and family services, disability services, early childhood supports and carer support;
- (vi) reviewing the effectiveness of Benevolent's financial and prudential management system, including conducting at least an annual review, and ensuring recommended improvements are implemented.
- (vii) appointing, reviewing and terminating insurance and workers' compensation brokers.

(d) **fostering a culture of legal, ethical and responsible conduct with a strong focus on accountability** including:

- (i) leading and championing the organisational culture, values and behaviours which underpin the desired culture;
- (ii) actively promoting ethical and responsible decision-making and reiterating a culture of self-reflection on 'yes we can do this but should we?';
- (iii) maintaining a culture to guide the practices necessary to maintain confidence in organisational integrity and commitment to diversity and inclusion; and
- (iv) overseeing the system of accountability for unethical practices.

(e) **maintaining active oversight of major business** including:

- (i) approving any legal partnership, joint venture, trust, amalgamation, merger, acquisition or the like;
- (ii) approving initiatives that raise legal, political or policy issues that receive or are

		<p>likely to receive media attention or cause a significant adverse reaction in the community;</p> <ul style="list-style-type: none"> <li>(iii) approving contracts and documents as set out in the Legal Policy and/or Schedule of Authorities and Delegations;</li> <li>(iv) approving the utilisation of Public Benevolent Institution and Deductible Gift Recipient endorsement for any auspice arrangement/s;</li> <li>(v) reviewing and approving any statement, report, declaration or other document that the Board is legally required to have oversight including, without limitation, the ACNC Annual Information Statement, Modern Slavery Statement and various service delivery-related reports and declarations; and</li> <li>(vi) approving any other matter which the CEO considers ought to be approved by the Board, or which the Board or Board Chair on behalf of the Board asks to be brought to it for Board approval.</li> </ul> <p>(f) <b>maintaining active oversight of financial management and reporting</b> including:</p> <ul style="list-style-type: none"> <li>(i) approving the annual budget including operating budgets and major capital expenditure and monitoring performance against the approved budget;</li> <li>(ii) overseeing the integrity of accounting and corporate reporting systems, including external audit;</li> <li>(iii) approving the appointment, remuneration fee, interfacing and removal of the external auditor subject to any requirement for member approval;</li> <li>(iv) reviewing and approving the annual financial report;</li> <li>(v) monitoring financial position and results on an ongoing basis; and</li> <li>(vi) overseeing and regularly reviewing the scope and recommendations made by the Audit, Finance and Risk Committee on Benevolent’s endowment and making Endowment investment decisions.</li> </ul> <p>(g) <b>maintaining active oversight of people and culture matters</b> including:</p> <ul style="list-style-type: none"> <li>(i) overseeing the relevance and implementation of the workforce strategy;</li> <li>(ii) overseeing the relevance and implementation of the people strategy which includes succession planning;</li> <li>(iii) approving the annual remuneration framework and satisfying itself that remuneration policies are aligned with organisational purpose, values, strategic objectives and risk appetite;</li> <li>(iv) receiving the annual Workplace Gender Equality Agency (WGEA) Reports; and</li> <li>(v) overseeing employee engagement, culture and work health and safety.</li> </ul> <p>(h) <b>maintaining oversight of and working closely with the CEO</b> including:</p> <ul style="list-style-type: none"> <li>(i) appointing and if appropriate, removing the CEO;</li> <li>(ii) supporting the CEO in the appointment of Executives, noting the People and Culture Committee’s approval is required for the appointment of Executives;</li> <li>(iii) approving any leave, performance, remuneration and succession planning of the CEO (as well as any CEO remuneration policy and practices);</li> <li>(iv) monitoring the performance of the CEO and implementation of strategy against measurable and qualitative indicators, encouraging enhanced effectiveness and ensuring that appropriate resources are available;</li> <li>(v) providing advice and counsel to the CEO; and</li> <li>(vi) testing and satisfying itself that the CEO is supplying the Board with information that will help the Board discharge its duties.</li> </ul> <p>(i) <b>in respect of members and Stakeholders</b> including:</p> <ul style="list-style-type: none"> <li>(i) considering the interests of and being accountable to members and Stakeholders.</li> <li>(ii) promoting effective communication with members, including convening members’ meetings in accordance with the Constitution.</li> </ul> <p>(j) <b>maintaining active oversight of the organisational research, practice and quality agenda relating to service delivery, care and clinical governance</b> including:</p> <ul style="list-style-type: none"> <li>(i) elevating the end user/consumer voice to inform decision-makers in the shaping of program design and delivery;</li> <li>(ii) overseeing and regularly reviewing quality of services including trends (including, without limitation, quality indicators, incidents, consumer surveys,</li> </ul>
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		<p>staff and consumer feedback and complaints) and related quality activities;</p> <ul style="list-style-type: none"> <li>(iii) overseeing and regularly reviewing Benevolent’s safeguarding framework;</li> <li>(iv) supporting the advocacy and working in collaboration with communities and organisational peers for evidence-based whole of system changes that will improve the lives of Australians;</li> <li>(v) incorporating and building evidence through undertaking impact and outcome measurement and evaluation, research, professional expertise and end user/consumer needs and values which provide meaningful insights for Benevolent;</li> <li>(vi) meeting any legal requirements relating to the oversight of service delivery quality care including, without limitation, reviewing and considering any written report provided to the Board; complying with any request for information; and advising and responding to any such report; and</li> <li>(vii) continuous improvement and learning from evidence, by applying insights to: <ul style="list-style-type: none"> <li>A. continuously improve service delivery to contribute toward better outcomes for end users and consumers of Benevolent; and</li> <li>B. sharing our learnings with others.</li> </ul> </li> </ul> <p>(k) <b>maintaining active oversight of the organisational approach to matters related to Aboriginal and Torres Strait Islander peoples and communities</b> and in doing so, promoting a two-way approach, fostering mutual respect, shared responsibility and collaboration between the organisation and Aboriginal and Torres Strait Islander peoples and communities and reflecting a commitment to advancing reconciliation, self-determination, inclusion and culturally safe and competent practices.</p> <p>(l) <b>setting the strategic direction, focus and oversight of Benevolent’s social policy and advocacy organisational agenda.</b></p> <p>(m) <b>other Board and governance matters</b> including:</p> <ul style="list-style-type: none"> <li>(i) appointing and if appropriate, removing any officebearer (ie. Board Chair, Deputy Board Chair and Chair, Audit, Finance and Risk Committee);</li> <li>(ii) appointing and if appropriate, removing any Board Director of each subsidiary Board including officebearers, where relevant, in accordance with a subsidiary’s constitution;</li> <li>(iii) appointing and if appropriate, removing the Chair of each Board Committee;</li> <li>(iv) approving the Charter (including Specific Rules and Standing Rules) for the Board and each Board Committee;</li> <li>(v) appointing and if appropriate, removing the Group Company Secretary;</li> <li>(vi) recommending amendments on the Constitution for members’ approval; and</li> <li>(vii) recommending any other matter for members’ approval as legally required.</li> </ul>
11.	<b>Other</b>	It is standard protocol that a deed of indemnity, access and insurance is also offered to Board Directors.

## 4. Specific Rules – Audit, Finance and Risk Committee

last updated with effect from 25 May 2026

1.	<b>Application</b>	These Specific Rules apply to the Audit, Finance and Risk Committee (the <b>Committee</b> ) and are to be read in conjunction with the <a href="#">Standing Rules</a> .
2.	<b>Purpose</b>	The Committee assists the Board in overseeing the development and implementation of the organisation's financial management, audit processes, risk management framework, internal control, accountability and compliance system, as well as mergers and acquisitions and divestment opportunities.
3.	<b>Role</b>	The role of the Committee is to assist the Board to discharge its responsibility to exercise due care, diligence and skill in overseeing relevant strategies, initiatives, policies, opportunities and practices with respect to audit, finance and risk matters.
4.	<b>Accountable to</b>	Board
5.	<b>Nature</b>	Standing Committee
6.	<b>Size and Composition</b>	The Board appoints membership to the Committee in accordance with the Constitution.  The Committee will be comprised of: <ul style="list-style-type: none"> <li>• Board Directors only;</li> <li>• at least two Committee members and a maximum of eight Committee members; and</li> <li>• the Board Chair as an ex-officio member.</li> </ul>
7.	<b>Committee Chair</b>	The tenure of the Committee Chair is 5 years, subject to requirements set out in the Constitution.
8.	<b>Responsible Executive</b>	Executive Director, Finance, IT and Corporate Services
9.	<b>Permanent Invitees</b>	Executive Director, Finance, IT and Corporate Services CEO Senior leaders responsible for Finance and Risk
10.	<b>Responsibilities</b>	The Committee has the following responsibilities: <p>(a) <b>overseeing the development of the annual budget</b> including operating budgets and capital expenditure including:</p> <ul style="list-style-type: none"> <li>(i) reviewing the annual budget assumptions and the annual budget prior to the submission of the budget to the Board for approval;</li> <li>(ii) reviewing performance against the Board-approved budget and forecasts during the financial year and making the appropriate recommendations to the Board;</li> <li>(iii) reviewing the financial plans (annual budgets, capital expenditure budgets and forecasts and cash flows) and making recommendations to the Board for any new business venture, major capital expenditure or major maintenance outside the Board-approved budget; and</li> <li>(iv) making recommendations to the Board on approving the annual budget.</li> </ul> <p>(b) <b>overseeing the integrity of accounting and financial reporting and, in particular, annual financial reports</b> including:</p> <ul style="list-style-type: none"> <li>(i) overseeing the accounting and financial management systems;</li> <li>(ii) reviewing the appropriateness of the accounting principles adopted by Management in the composition and presentation of financial reports and recommendations made from the Responsible Executive on any changes;</li> <li>(iii) overseeing the preparation of financial reports and reviewing the results of external audits of these reports;</li> <li>(iv) assessing significant estimates and judgments in financial reports by examining the processes used to derive material estimates and judgments and seeks</li> </ul>

- verification of those estimates from external auditors;
- (v) reviewing Management's processes for ensuring and monitoring compliance with laws, regulations and other requirements relating to the preparation of accounts and external reporting of financial and non-financial information;
- (vi) assessing (before publication) whether the reporting is consistent with Committee Members' information and knowledge and is adequate for stakeholder consumption;
- (vii) assessing information from external auditors that may affect the quality of financial reports;
- (viii) asking the external auditor for an independent judgment about the appropriateness of the accounting principles used and the clarity of financial disclosure practices used;
- (ix) assessing solvency and the going concern assumption;
- (x) assessing the management of non-financial information in documents to ensure conflicts with financial statements and other documents do not occur; and
- (xi) recommending to the Board whether the annual financial report should be approved and signed based on the Committee's assessment of them.
- (c) **ensuring the integrity of engaging an external auditor** including:
  - (i) making recommendations to the Board on the appointment and remuneration fee of the external auditor, being satisfied that an effective, comprehensive and independent audit can be conducted;
  - (ii) monitoring the effectiveness and independence of the external auditor, and periodically assesses their performance;
  - (iii) inviting the external auditor to attend Committee meetings to review the audit plan;
  - (iv) discussing audit results and consider the implications of external audit findings;
  - (v) meeting with the external auditor without Management present at least once a year;
  - (vi) making recommendations to the Board on approving the annual audit plan of the external auditor and regularly monitors the progress of implementation of the plan;
  - (vii) reviewing the scope of the external audit, including identified risk areas and any additional procedures, with the external auditor on a periodic basis;
  - (viii) raising with the external auditor any specific points of divergence with Management;
  - (ix) monitoring and examining Management's response to the external auditor's findings and recommendations;
  - (x) reviewing all representation letters signed by Management and ensures all information provided is complete and appropriate;
  - (xi) ensuring the audit partner is rotated every 7 years;
  - (xii) the Committee Chair and one other Committee member approving all non-audit work of the external auditor exceeding \$20,000; and
  - (xiii) making recommendations to the Board on the removal of the external auditor and, if appropriate, recommends that tenders be called to assist in deciding which external auditor should be recommended.
- (d) **monitoring the organisational financial position and results on an ongoing basis** and making necessary disclosures to the Board.
- (e) **monitoring the Endowment financial position and results on an ongoing basis** and making necessary disclosures to the Board. The Committee is supported by an outsourced investment advisor arrangement. The Committee oversees and regularly reviews the scope and proposals made by the investment advisor for the Endowment and makes recommendations to the Board on investment decisions.
- (f) **overseeing and regularly reviewing the organisational risk management framework** and monitoring that it is operating effectively including:
  - (i) making recommendations to the Board on setting the risk appetite statement and the risk management framework addressing contemporary and emerging

- risks which the Board expects Management to operate in;
- (ii) supporting the Board in satisfying itself that the risk management framework remains appropriate (for both financial and non-financial risks);
- (iii) overseeing the identification and management of material enterprise risks;
- (iv) overseeing the design, implementation and effectiveness of the risk management policies, processes and systems (including reporting and internal audit systems);
- (v) setting guidelines for Management for reporting to the Committee on the effectiveness of the management of its material risks;
- (vi) reviewing Management's processes for ensuring and monitoring compliance with laws, regulations and other requirements relating to the management and reporting of material risks;
- (vii) identifying responsibility and ensuring appropriate delegations within Benevolent for specific compliance with the law and standards prescribed by relevant regulators;
- (viii) receiving reports concerning material and actual incidents within the material risk areas and ensures that macro risks are reported to the Board at least annually;
- (ix) receiving reports of notifiable data breaches;
- (x) supporting the strategic engagement with regulators and enforcement agencies in relation to compliance issues relating to corporate services;
- (xi) overseeing and making recommendations to the Board relating to any material potential, pending or actual legal claim/litigation including the formation of any deeds of settlement except where expressly delegated to the CEO. In this paragraph, legal claim/litigation does not include claims or matters of an administrative and/or minor nature;
- (xii) reviewing the insurance program annually having regard to the nature of the business and the insurable risks associated with that business and recommends to the Board changes to the insurance program resulting from an annual review; and
- (xiii) reviewing, overseeing and monitoring any enterprise risk assigned to the Committee by the Board.
- (g) **overseeing and regularly reviewing systems of internal control, accountability and compliance** that govern the operations and monitoring that they are operating effectively including:
  - (i) reviewing and endorsing the appointment of any internal auditor;
  - (ii) examining and evaluating the effectiveness of the internal control system with Management (and external auditors) and makes improvements;
  - (iii) assessing existing controls that Management has in place for unusual transactions or transactions with more than accepted level of financial risk;
  - (iv) conducting investigations of breaches or potential breaches of internal controls, particularly in relation to accounts and financial reporting;
  - (v) overseeing the framework for identifying, monitoring and assuring compliance with laws and regulations including timely reporting, remediation for breaches and regulator engagement where required;
  - (vi) overseeing organisational compliance of regulatory financial management standards, including Financial and Prudential Standards under the *Aged Care Act 2024* (Cth) for Support at Home;
  - (vii) meeting periodically with Management, external auditors and compliance staff to understand the control environment;
  - (viii) reviewing any proposed changes to CEO delegations and making recommendations to the Board on CEO delegations (including financial delegations);
  - (ix) overseeing CEO expenses; and
  - (x) receiving legal advice on potential legal risks on any termination or non-renewal of agreement with a supplier or subcontractor with an annual expenditure of \$500,000 or over prior to termination or renewal.

		<p>(h) <b>oversee mergers and acquisitions (M&amp;A) or divestment opportunities</b> including:</p> <ul style="list-style-type: none"><li>(i) assessing alignment with organisational purpose, strategic goals and risk appetite;</li><li>(ii) overseeing the due diligence process and evaluating any identified risks;</li><li>(iii) reviewing valuations, cost structures and potential benefits and/or returns;</li><li>(iv) considering impact on relevant Stakeholders such as clients, employees and funders;</li><li>(v) overseeing transition and integration;</li><li>(vi) consulting with external advisors as needed; and</li><li>(vii) making recommendations to the Board on whether to proceed.</li></ul> <p>(i) <b>any other business</b> that the Board assigns to the Committee from time to time.</p>
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## 5. Specific Rules – People and Culture Committee

last updated with effect from 25 May 2026

1.	<b>Application</b>	These Specific Rules apply to the People and Culture Committee (the <b>Committee</b> ) and are to be read in conjunction with the <a href="#">Standing Rules</a> .
2.	<b>Purpose</b>	The Committee assists the Board in overseeing the development and implementation of the organisational people, culture, and workforce agenda and framework.
3.	<b>Role</b>	The role of the Committee is to assist the Board to discharge its responsibility to exercise due care, diligence and skill in overseeing relevant strategies, initiatives, policies and practices with respect to people and culture matters.
4.	<b>Accountable to</b>	Board
5.	<b>Nature</b>	Standing Committee
6.	<b>Size and Composition</b>	The Board appoints membership to the Committee in accordance with the Constitution.  The Committee will be comprised of: <ul style="list-style-type: none"> <li>• Board Directors only;</li> <li>• at least two Committee members and a maximum of eight Committee members; and</li> <li>• the Board Chair as an ex-officio member.</li> </ul>
7.	<b>Committee Chair</b>	The maximum tenure for the Committee Chair, if any, will be determined by the Board.
8.	<b>Responsible Executive</b>	Executive Director, People and Culture
9.	<b>Permanent Invitees</b>	Executive Director, People and Culture CEO
10.	<b>Responsibilities</b>	The Committee has the following responsibilities: <ol style="list-style-type: none"> <li>(a) <b>considering nomination and appraisal practices</b> including: <ol style="list-style-type: none"> <li>(i) Board Director and Committee member search, selection, appointment and performance practices;</li> <li>(ii) Board performance evaluation criteria and practices; and</li> <li>(iii) Board composition and succession planning including monitoring and advancing the Board’s diversity targets including its gender equality target.</li> </ol> </li> <li>(b) <b>overseeing conflicts of interest and related party transactions</b>, including: <ol style="list-style-type: none"> <li>(i) reviewing and addressing any declarations of interest or related party transactions that arise at the Board or Executive level, or any other interest or transaction that may have a significant impact on the organisation; and</li> <li>(ii) ratifying resolution of matters in circumstances where a conflict of interest has arisen in a Board meeting where the appointment, conditions of service or remuneration of, or the supply of goods or services by a Board Director or the Board Director’s immediate family is being considered.</li> </ol> </li> <li>(c) <b>supporting the Board to maintain active oversight of people and culture matters</b> including reviewing, advising and providing assurance to the Board, and escalating any material gaps or risks in relation to: <ol style="list-style-type: none"> <li>(i) the effectiveness of the workforce strategy, including workforce capability, capacity, design and deployment to support the delivery of the organisation’s strategy and operations;</li> <li>(ii) the effectiveness of the people strategy, including talent, engagement, leadership, culture, inclusion and succession planning;</li> <li>(iii) any remuneration policy and the annual remuneration approach, ensuring alignment with the organisational purpose, values, strategic objectives and risk appetite;</li> </ol> </li> </ol>

		<ul style="list-style-type: none"> <li>(iv) the annual Workplace Gender Equality Agency (WGEA) reports, including key insights and implications for the organisation and escalating any material gaps or risks to the Board; and</li> <li>(v) work health and safety, including key insights and implications for the organisation.</li> </ul> <p><b>(d) supporting the Board to maintain active oversight of the CEO and the organisation’s executive leadership arrangements</b> including:</p> <ul style="list-style-type: none"> <li>(i) recommending to the Board appoint and, where appropriate, removal of the CEO;</li> <li>(ii) reviewing and recommending to the Board the CEO’s key performance indicators, performance evaluations, remuneration and any review, succession planning and related policies;</li> <li>(iii) reviewing and recommending to the Board material changes to the organisational structure, including any changes to the Executive structure; and</li> <li>(iv) with respect to the executive leadership arrangements: <ul style="list-style-type: none"> <li>A. supporting the CEO on Executive appointments and providing input as requested by the CEO;</li> <li>B. reviewing and recommending to the Board Executive remuneration, including any review, and related policies;</li> <li>C. reviewing Executive performance and succession planning with the CEO and providing assurance to the Board on leadership capability and continuity.</li> </ul> </li> </ul> <p><b>(e) reviewing, overseeing and monitoring any enterprise risk</b> assigned to the Committee by the Board.</p> <p><b>(f) any other business</b> that the Board assigns to the Committee from time to time.</p>
11.	<b>Other</b>	Any termination of an Executive must be done in consultation with the Board Chair and Chair, People and Culture Committee.

## 6. Specific Rules - Research, Practice and Quality Committee

last updated with effect from 23 March 2026

1.	<b>Application</b>	These Specific Rules apply to the Research, Practice and Quality Committee (the <b>Committee</b> ) and are to be read in conjunction with the <a href="#">Standing Rules</a> .
2.	<b>Purpose</b>	The Committee assists the Board in overseeing the development and implementation of the organisational research, practice and quality agenda and framework. The Committee will take an evidence-based approach with reference to experiences from international and national proven practice and Benevolent's service delivery.
3.	<b>Role</b>	The role of the Committee is to assist the Board to discharge its responsibility to exercise due care, diligence and skill in overseeing relevant strategies, initiatives, policies and practices with respect to research, practice and quality matters.
4.	<b>Accountable to</b>	Board
5.	<b>Nature</b>	Standing Committee
6.	<b>Size and Composition</b>	The Board appoints membership to the Committee in accordance with the Constitution.  The Committee will be comprised of: <ul style="list-style-type: none"> <li>• Board Directors only;</li> <li>• at least two Committee members and a maximum of eight Committee members; and</li> <li>• the Board Chair as an ex-officio member.</li> </ul>
7.	<b>Committee Chair</b>	Maximum tenure for the Committee Chair, if any, will be determined by the Board.
8.	<b>Responsible Executive</b>	Executive Director, Child, Youth and Family
9.	<b>Permanent Invitees</b>	Executive Director, Child, Youth and Family CEO Executive Director, Disability, Ageing and Carers Senior leaders responsible for Practice, Risk, Quality, Data and Evaluation
10.	<b>Responsibilities</b>	The Committee has the following responsibilities: <ol style="list-style-type: none"> <li>(a) <b>elevating the end user/consumer voice</b> to inform decision-makers in the shaping of program design and delivery.</li> <li>(b) <b>overseeing and regularly reviewing quality of services</b> including trends (including, without limitation, quality indicators, incidents, consumer surveys, staff and consumer feedback and complaints) and related quality activities.</li> <li>(c) <b>overseeing and regularly reviewing the organisational safeguarding framework</b> including its implementation and impact.</li> <li>(d) <b>supporting advocacy and working in collaboration with communities and organisational peers</b> for evidence-based whole of system changes that will improve the lives of Australians.</li> <li>(e) <b>incorporating and building evidence</b> through undertaking impact and outcome measurement and evaluation, research, professional expertise and end user/consumer needs and values which provide meaningful insights for the organisation.</li> <li>(f) <b>overseeing service delivery quality care and consumer feedback</b> including, without limitation, reviewing and considering any written report provided to the Board from quality care and/or consumer bodies; complying with any request for information; and advising and responding to any such report.</li> <li>(g) <b>overseeing service delivery regulatory and contractual compliance</b> including: <ol style="list-style-type: none"> <li>(i) reviewing and testing the effectiveness of the regulatory and contractual compliance framework for Benevolent client services, particularly those funded</li> </ol> </li> </ol>

		<p>by government and identifying, monitoring and managing regulatory compliance;</p> <ul style="list-style-type: none"> <li>(ii) identifying and reviewing material organisational service delivery regulatory and contractual compliance risk areas and key priorities;</li> <li>(iii) identifying and reviewing emerging service delivery regulatory and contractual compliance trends and themes;</li> <li>(iv) analysing any suspected, potential or actual material service delivery regulatory and contractual compliance breach/es and reviewing organisational response, insights and learnings; and</li> <li>(v) supporting the strategic engagement with regulators and enforcement agencies in relation to regulatory compliance issues relating to service delivery.</li> </ul> <p>(h) <b>continuous improvement and learning from evidence</b>, by applying insights to:</p> <ul style="list-style-type: none"> <li>(i) continuously improve service delivery to contribute toward better outcomes for end users and consumers; and</li> <li>(ii) share our learnings with others.</li> </ul> <p>(i) <b>reviewing, overseeing and monitoring any enterprise risk</b> assigned to the Committee by the Board.</p> <p>(j) <b>any other business</b> that the Board assigns to the Committee from time to time.</p>
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## 7. Specific Rules - Aboriginal and Torres Strait Islander Board Advisory Committee

last updated with effect from 25 May 2026

1.	<b>Application</b>	These Specific Rules apply to the Aboriginal and Torres Strait Islander Board Advisory Committee (the <b>Committee</b> ) and are to be read in conjunction with the <a href="#">Standing Rules</a> .
2.	<b>Purpose</b>	The Committee provides the Board with advice on organisational and strategic matters related to Aboriginal and Torres Strait Islander peoples and communities. The governance model adopted strives to promote a two-way approach, fostering mutual respect, shared responsibility, and collaboration between the organisation and Aboriginal and Torres Strait Islander peoples and communities. It reflects a strong commitment to advancing reconciliation, self-determination, inclusion and culturally safe and competent practices.
3.	<b>Role</b>	The role of the Committee is to assist the Board to discharge its responsibility to exercise due care, diligence and skill in overseeing relevant strategies, initiatives, policies and practices with respect to Aboriginal and Torres Strait Islander peoples and communities.
4.	<b>Accountable to</b>	Board
5.	<b>Nature</b>	Standing Board Advisory Committee
6.	<b>Size and Composition</b>	<p>The Board appoints membership to the Committee in accordance with the Constitution. Membership is comprised of internal and external people.</p> <p>The Committee will be comprised of:</p> <ul style="list-style-type: none"> <li>• Board Directors and non-Board Directors;</li> <li>• at least two Committee members with a maximum of eight Committee members; and</li> <li>• a majority of Committee members who identify as Aboriginal and/or Torres Strait Islander.</li> </ul>
7.	<b>Committee Chair</b>	<p>The Committee may have two Co-Chairs, who will share leadership responsibilities. The Co-Chairs will be collaborative, both working together to reach consensus on how to chair the Committee. In the event of a disagreement, the matter will be escalated to the full Committee for resolution.</p> <p>The Committee Co-Chairs may be either Board Directors or non-Board Directors. The maximum tenure of the Committee Chair/Co-Chairs, if any, will be determined by the Board.</p>
8.	<b>Responsible Executive</b>	Executive Director, Aboriginal and Torres Strait Islander Partnerships
9.	<b>Permanent Invitees</b>	CEO Executive Director, Aboriginal and Torres Strait Islander Partnerships
10.	<b>Responsibilities</b>	<p>The Committee has an advisory role to the Board on matters relating to Aboriginal and Torres Strait Islander peoples and communities, including offering advice to the Board on the potential impact of organisational decisions on Aboriginal and Torres Strait Islander peoples and communities.</p> <p>(a) <b>providing strategic guidance</b> on matters relating to Aboriginal and Torres Strait Islander peoples and communities, ensuring alignment with commitments to reconciliation, self-determination, inclusion and culturally safe and competent practices.</p> <p>(b) <b>providing advice on the potential impact of organisational decisions</b> on Aboriginal and Torres Strait Islander peoples and communities.</p>

		<p>(c) <b>advocating for Aboriginal and Torres Strait Islander peoples and communities</b> and ensuring that their perspectives are considered in decision-making processes, particularly in relation to self-determination and sovereignty.</p> <p>(d) <b>any other business</b> that the Board assigns to the Committee from time to time.</p>
11.	<b>Other</b>	Committee members who are not Board Directors may be entitled to receive an honorarium with Board approval.

## 8. Specific Rules – M&A and Strategic Alliances Board Advisory Committee

with effect from 25 May 2026

1.	<b>Application</b>	These Specific Rules apply to the M&A and Strategic Alliances Board Advisory Committee (the <b>Committee</b> ) and are to be read in conjunction with the <a href="#">Standing Rules</a> .
2.	<b>Purpose</b>	The Committee assists the Board in overseeing potential strategic growth opportunities.
3.	<b>Role</b>	The role of the Committee is to assist the Board to discharge its responsibility to exercise due care, diligence and skill in overseeing relevant strategies, initiatives, policies and practices in relation to mergers, acquisitions and strategic alliances, including evaluation of strategic fit, due diligence, stakeholder considerations and recommendations to the Board.
4.	<b>Accountable to</b>	Board
5.	<b>Nature</b>	Standing Board Advisory Committee
6.	<b>Size and Composition</b>	The Board appoints membership to the Committee in accordance with the Constitution.  The Committee will be comprised of: <ul style="list-style-type: none"> <li>• Board Directors and, where identified as appropriate, non-Board Directors;</li> <li>• at least two Committee members with a maximum of eight Committee members; and</li> <li>• the Board Chair as a full member.</li> </ul>
7.	<b>Committee Chair</b>	Maximum tenure for the Committee Chair, if any, will be determined by the Board.
8.	<b>Responsible Executive</b>	Executive Director, Business Development and Philanthropy
9.	<b>Permanent Invitees</b>	Executive Director, Business Development and Philanthropy CEO Executive Director, Finance, IT and Corporate Services Group General Counsel Senior leader responsible for Business Development
10.	<b>Responsibilities</b>	The Committee has the following responsibilities: <ol style="list-style-type: none"> <li><b>review the opportunity pipeline</b> for mergers, acquisitions and strategic alliances, including strategic rationale and alignment to organisational strategy;</li> <li><b>provide guidance on evaluation criteria</b> (including purpose alignment, impact, financial sustainability, service quality, workforce implications and cultural fit);</li> <li><b>oversee due diligence planning</b> for material opportunities, including key risks, mitigations and proposed workstreams;</li> <li><b>review and advise on transaction structures</b> and partnering models, including governance, decision rights and accountability;</li> <li><b>monitor stakeholder and regulatory considerations</b> relevant to potential transactions or alliances;</li> <li><b>consider integration readiness</b> and post-transaction implementation plans for endorsed opportunities;</li> <li><b>make recommendations</b> to the Board and/or refer matters to the Audit, Finance and Risk Committee as appropriate on material opportunities and associated decision gates;</li> <li><b>undertake any other business</b> that the Board assigns to the Committee from time to time.</li> </ol>

## 9. Specific Rules – Philanthropy and Fundraising Board Advisory Committee

last updated with effect from 25 May 2026

1.	<b>Application</b>	These Specific Rules apply to the Philanthropy and Fundraising Board Advisory Committee (the <b>Committee</b> ) and are to be read in conjunction with the <a href="#">Standing Rules</a> .
2.	<b>Purpose</b>	The Committee advises the Board on strategies to grow the Endowment and other funding sources, focusing on fundraising, donor engagement and philanthropy, to advance Benevolent’s purpose, impact and long-term sustainability.
3.	<b>Role</b>	The Committee acts in an advisory capacity to the Board, offering strategic guidance and recommendations regarding growth of the Endowment and other funding sources through fundraising, donor engagement and philanthropy.
4.	<b>Accountable to</b>	Board
5.	<b>Nature</b>	Standing Board Advisory Committee
6.	<b>Size and Composition</b>	<p>The Board appoints membership to the Committee in accordance with the Constitution. Membership is comprised of internal and external people.</p> <p>The Committee will be comprised of:</p> <ul style="list-style-type: none"> <li>• Board Directors and non-Board Directors;</li> <li>• at least two Committee members and a maximum of eight Committee members; and</li> <li>• the Board Chair as a full member.</li> </ul>
7.	<b>Committee Chair</b>	The Committee Chair may be a Board Director or non-Board Director with maximum tenure to be determined by the Board.
8.	<b>Responsible Executive</b>	Executive Director, Business Development and Philanthropy
9.	<b>Permanent Invitees</b>	<p>CEO</p> <p>Executive Director, Business Development and Philanthropy</p> <p>Executive Director, Finance, IT and Corporate Services</p> <p>Senior leaders responsible for business development and philanthropy</p>
10.	<b>Responsibilities</b>	<p>The Committee provides strategic advice and guidance on growth of the Endowment and other funding sources through:</p> <p>(a) developing and implementing comprehensive strategies for <b>fundraising</b>;</p> <p>(b) cultivating meaningful relationships with <b>donors</b>;</p> <p>(c) driving a suite of innovative and impactful initiatives to advance <b>philanthropy</b>; and</p> <p>(d) <b>any other business</b> that the Board assigns to the Committee from time to time.</p>

# 10. Standing Rules

last updated with effect from 25 May 2026

## 1. Definitions

In these Standing Rules:

**Benevolent** means The Benevolent Society.

**Board** means the board of Board Directors of Benevolent.

**Board Director** means a director of Benevolent's Board.

**Chair** means the chairperson of the Board or Committee, as relevant.

**CEO** means the Chief Executive Officer of Benevolent.

**Committee** means any committee established by the Board which it determines should be subject to these Standing Rules. Committees subject to these Standing Rules currently include Audit, Finance and Risk Committee; People and Culture Committee; Research, Practice and Quality Committee; Aboriginal and Torres Strait Islander Board Advisory Committee; M&A and Strategic Alliances Board Advisory Committee; and Philanthropy and Fundraising Board Advisory Committee.

**Committee Member** means a member of a Committee.

**Constitution** means the constitution of The Benevolent Society.

**Executive** means a role in the Executive Team.

**Executive Team** means the executive team that reports to the CEO.

**governing body** means the Board or a Committee, as relevant.

**governing body member** means a Board Director or person appointed by the Board to a Committee, as relevant.

**Group** means Benevolent and its subsidiaries, if any.

**Group Company Secretary** means the company secretary of Benevolent and the Group.

**M&A** means mergers and acquisitions.

**Management** means a senior person (including an Executive).

**Responsible Executive** means the person from the Executive Team who the CEO, in conjunction with the Board Chair, relevant Committee Chair and/or Board, has determined will have primary responsibility for working with the Board or a Committee.

**senior leader** means a head office or operational director who reports to an Executive.

**Specific Rules** means rules that exist for the following governing bodies:

- Board
- Audit, Finance and Risk Committee
- People and Culture Committee
- Research, Practice and Quality Committee
- Aboriginal and Torres Strait Islander Board Advisory Committee
- M&A and Strategic Alliances Board Advisory Committee
- Philanthropy and Fundraising Board Advisory Committee.

The Specific Rules set out for the Board and each Committee cover:

- Purpose;
- Role;
- Accountable to;
- Nature;
- Size and Composition;
- Chair;
- Responsible Executive;
- Permanent Invitees;
- Responsibilities; and
- other rules that may be outlined in the Specific Rules.

**Standing Rules** means these standing rules.

The terms 'governing body' and 'governing body member' are used in the Standing Rules for ease of reference and do not necessarily imply formal governance authority, noting advisory committees act in an advisory capacity only.

## 2. Purpose and Application of these Standing Rules

The purpose of these Standing Rules is to set out the standing rules for the Board and each Committee to help with efficient and effective management and operation. The Specific Rules, together with these Standing Rules, collectively constitute the Charter for the Board or a Committee.

The Board recognises that there may be some committees, sub-committees or group that need not adopt the Charter approach as set out in these Standing Rules. For example, for consumer groups, it may be more appropriate to establish a different suite of governance rules including appointment and operating framework which prioritises simplicity, flexibility and focus.

## 3. Purpose, Role, Authority and Decision Making of a Governing Body

### 3.1 Purpose and Role

The purpose and role of a governing body is set out in its Specific Rules.

### 3.2 Authority

- (a) The Board has authority to govern Benevolent. It follows that decisions must be made collectively. The Board may exercise all the powers of Benevolent that are not, by law or by the Constitution, required to be exercised by the members.
- (b) The Board has ultimate responsibility for oversight of Committees. Each Committee has authority and power to exercise the responsibilities delegated to it by the Board. These are:
  - (i) set out in these Standing Rules;
  - (ii) set out in the corresponding sections of the Specific Rules; and
  - (iii) in accordance with any Board resolutions.
- (c) In addition to the matters set out above:
  - (i) the Schedule of Authorities and Delegations also outlines the scope of the Board and Committee's responsibilities, as well as any specific roles and powers delegated to individual roles. If there's a conflict between this Charter and the Schedule of Authorities and Delegations, this Charter will take precedence; and
  - (ii) the role and responsibilities of the Board and Committees extend to any other matters specifically approved, endorsed or delegated by the Board from time to time.

### 3.3 Decision making

When making decisions, each governing body will have regard to:

- (a) the charitable purpose of Benevolent which relates to supporting vulnerable people and communities as defined in the Constitution;
- (b) the best interests of Benevolent;
- (c) acting legally;
- (d) acting ethically and responsibly;
- (e) considering community expectations and maintaining organisational integrity;
- (f) stakeholder engagement and voice including, without limitation, clients, consumers, employees, volunteers and people with lived experience;
- (g) safeguarding and, at a minimum, laws relating to safeguarding as it relates to and is relevant to Benevolent;
- (h) human rights and, at a minimum, laws relating to human rights and modern slavery as it relates to and is relevant to Benevolent and adopting a 'do no harm' approach, particularly as it relates to Aboriginal and Torres Strait Islander peoples and communities;
- (i) Benevolent's commitments to diversity and inclusion;
- (j) the organisational risk framework (including both financial and non-financial risks);
- (k) promoting an organisational culture of:
  - (i) ethical and responsible decision-making;
  - (ii) self-reflecting on 'yes we can do this but should we?'; and
  - (iii) self-reflection for continuous improvement.

### 3.4 Board Resolutions

In the event of any inconsistency with a Board Resolution, these Standing Rules and any Specific Rules will be read down so as to give effect to the Board Resolution, provided that the Board Resolution is both permitted by the Constitution and lawful. In the case of any inconsistency with the Constitution and these Standing Rules and any Specific Rules, the Constitution prevails.

#### **4. Governing Body Member Appointment**

The Board will seek to appoint governing body members with an appropriate range of skills, experience and expertise and an understanding of and competence to deal with current and emerging issues aligned with the scope of the relevant governing body and guided by the Board composition framework which will be reviewed at least annually. Succession plans are designed to maintain an appropriate balance of skills, experience and expertise of the governing body members. The Board has set a suite of aspirational diversity targets. These targets will be incorporated in the organisational diversity and inclusion policy and/or associated strategy, as relevant, under the management of the CEO and Executive Director, People and Culture.

#### **5. Role and Responsibilities**

##### **5.1 Board and Committee Chairs**

Unless otherwise determined by the Board, each Chair is an independent and non-executive Board Director appointed by the Board. The Board may remove and replace a Chair at any time. If a tenure is set for a Chair, it will be outlined in the Specific Rules.

Each Chair is responsible for leading their respective governing body in managing its affairs to effectively discharge its responsibilities. Since a governing body receives its authority from the Board, it can act only when it meets and it is each Chair's principal responsibility to make meetings as effective as possible. In doing so, each Chair:

- (a) approves agendas and chairs meetings;
- (b) leads and facilitates discussion, recognises when a consensus is emerging, articulates it and ensures decisions are unambiguous;
- (c) briefs all members of the governing body in relation to issues arising at meetings;
- (d) facilitates effective contribution by all governing body members and monitors performance of meetings;
- (e) ensures appropriate matters are brought to the governing body's attention by setting the agenda for meetings while having regard to matters which other governing body members, the CEO or Responsible Executive wish to bring to the governing body's attention;
- (f) has a hands-on role with regard to the minutes and actions;
- (g) ensures the efficient organisation and conduct of the governing body's function;
- (h) oversees that membership of the governing body is skilled and appropriate;
- (i) promotes constructive relations with the relevant Responsible Executive, between governing body members and between the governing body and relevant Executives; and
- (j) establishes and oversees governing body performance review and renewal.

##### **5.2 Board Directors**

- (a) *Duties* - Board Directors must always comply with the law and fulfil their legal, statutory, and equitable duties at Benevolent. We call these fundamental duties. Board Directors must:
  - (i) act in Benevolent's best interests always to fulfil their fiduciary duty as a director;
  - (ii) act with reasonable care, skill and diligence, including, without limitation, exercising independent judgment;
  - (iii) act honestly and fairly in good faith in the best interests of Benevolent for its charitable purpose;
  - (iv) not misuse their position of director and not misuse information they gain as a director;
  - (v) disclose and manage any perceived, potential or actual conflicts of interests and report any related party transactions;
  - (vi) ensure that the financial affairs of Benevolent are managed responsibly; and
  - (vii) not permit Benevolent to trade while insolvent.

Each Director performs their duties individually, but decisions are made collectively as the Board, unless specific delegation or authority is granted to a particular Director or group of Directors.

Other than the above fundamental duties, Benevolent's purpose and context gives rise to a range of other duties that Board Directors must fulfil including having regard to Benevolent's constitution, culture, Stakeholders and a range of corporate and service-delivery-related laws.

Benevolent maintains resources to assist Board Directors fulfil their duties and streamline expectations.

- (b) *Independence* – The majority of Board Directors must be independent. A Board Director is considered independent by Benevolent if the Board Director is a non-executive director who is not a member of Management (including the Management of any subsidiary) and is free of any interest or relationship that might influence or might reasonably be perceived to influence their capacity to exercise their unfettered and independent judgment and to act in the best interests of the organisation as a whole. A Board Director who:
- (i) is employed, or has previously been employed in an executive capacity by Benevolent or any of its subsidiaries and there has not been a period of at least three years between ceasing that employment and serving on the Board;
  - (ii) within the last three years, has been a principal of a material professional adviser or material consultant to Benevolent or any of its subsidiaries, or an employee materially associated with the service provided e.g. an external auditor;
  - (iii) is a material supplier or client of Benevolent or any of its subsidiaries, or an officer of or otherwise associated directly or indirectly with a material supplier or client;
  - (iv) has a material contractual relationship with Benevolent or any of its subsidiaries other than as a Board Director of Benevolent or any of its subsidiaries; or
  - (v) is found to be not independent as guided by any legislation relevant to Benevolent including the *Aged Care Act 2024 (Cth)*, will not be independent, unless the Board is satisfied on reasonable grounds that the Board Director is independent despite the existence of one or more of these circumstances. The People and Culture Committee will regularly assess the independence of each Board Director in light of the interests disclosed by them. Each Board Director must provide the Board with all relevant information for this.
- (c) *Conduct* - Each Board Director is also expected to:
- (i) bring a curious mind to all Board discussions and a willingness to engage in robust discussions, providing wise thoughtful counsel and input;
  - (ii) exercise independent, informed and sound judgment, with the ability to assimilate and synthesise complex information;
  - (iii) set aside sufficient time to properly prepare for and participate in Board and Committee meetings and keep themselves updated with Benevolent's affairs;
  - (iv) respect confidentiality of all information and discussions relevant to their role as a Board Director at Benevolent;
  - (v) support Board decisions and avoid actions that could discredit Benevolent or any of its subsidiaries;
  - (vi) participate in Board Director induction and training;
  - (vii) share the burden of committee membership and working equitably;
  - (viii) remain humble and leaving ego at the door;
  - (ix) actively support social justice and reconciliation;
  - (x) actively contribute to Benevolent, including participating in site visits and events; and
  - (xi) refrain from participating in day-to-day management of Benevolent.

### 5.3 *Committee Members who are not Board Directors*

Committee members who are not Board Directors will:

- (a) provide expert advice and contribute specialised knowledge and expertise to guide the Board in decision-making on matters within the Committee's scope.
- (b) regularly attend and actively participate in committee meetings, ensuring the committee's work is effectively carried out as outlined in rule 7 of these Governing Body Standard Rules.
- (c) maintain confidentiality and keep all sensitive information discussed within the committee confidential, respecting the organisation's privacy and confidentiality policies.
- (d) represent and act as ambassadors for Benevolent, promoting its mission and values while fostering

- positive relationships with Stakeholders.
- (e) support Committee leadership and assist in the implementation of committee decisions and support the Chair in fulfilling the committee’s responsibilities.
- (f) stay informed about issues affecting Benevolent’s purpose, operations, and Stakeholders, and actively participate in training or development opportunities as required.
- (g) ensure accountability and help ensure that the Committee’s work is aligned with the organisation’s charitable purpose, and provide oversight to ensure actions are taken as recommended or agreed upon.

#### 5.4 *CEO*

Generally, the Chair is responsible for leading the Board, while the CEO is responsible for managing the organisation. The Board has delegated to the CEO the authority for overall management and day-to-day operations. However, the Board retains the right to exercise any organisational powers that are not, by law or under the Constitution, reserved to members—including those powers that have been delegated to the CEO.

These delegations, along with any specific limitations, may be set out in a Board resolution, power of attorney, Schedule of Authorities and Delegations, or any other document or format the Board deems appropriate.

The Board acknowledges that the CEO may make and amend sub-delegations without prior Board approval. The CEO remains fully accountable for all decisions and actions taken under these sub-delegations, including ensuring that those delegated have the necessary skills, knowledge, and resources to carry out their responsibilities effectively.

#### 5.5 *Group Company Secretary (and Group General Counsel)*

The Group Company Secretary is accountable directly to the Board, through the Board Chair, and facilitates the proper and effective functioning of each governing body and helps ensure relevant procedures and policies are followed. Each governing body will seek guidance from the Group Company Secretary on how best the governing body members can fulfil their responsibilities under the law, the Constitution and on how those responsibilities should be discharged. The Group Company Secretary is an advisor, confidante and resource for the Board Chair and other governing body members. All governing body members have access to the advice and services of the Group Company Secretary, and the independence of this position is recognised and supported.

The Group Company Secretary is responsible for:

- (a) ensuring that the necessary registers required to be legally kept are established and properly maintained;
- (b) ensuring Benevolent complies with its legal requirements regarding registered office, annual returns and notices to be lodged with the Australian Charities and Not-for-profits Commission and, where applicable, the Australian Securities and Investments Commission;
- (c) organising meetings of the members, Board, Committees, including setting meeting dates, monitoring Board Director/Committee member attendance, sending member notices, drafting initial agendas to advance with the Board Chair or for the Responsible Executive to advance with the relevant Chair, making available agendas and papers, compiling minutes and resolutions and taking these to the Board and Committee Chairs for approval and circulation;
- (d) maintaining the suite of corporate governance documents on behalf of the Board and has standing authority from the Board to update these documents for the following reasons:
  - (i) to reflect decisions by the Board and Committees;
  - (ii) to reflect operational and administrative changes;
  - (iii) to incorporate amendments arising from legal and/or policy reforms; and
  - (iv) to ensure alignment with evolving good governance practices.

Where an update is deemed significant, such as one that affects decision-making or introduces material changes to Board Directors’ duties, the updated document will be submitted to the Board for approval or ratification; and

- (e) maintaining the annual Board calendar indicative of dates and key agenda items.

The Group Company Secretary, who also serves as the Group General Counsel, attends Board and Committee meetings, both in a functional capacity and in their role as Group Company Secretary for minute-taking purposes. The responsibility for taking minutes may be delegated when appropriate.

Where the Board and/or a Chair authorises or instructs the Group Company Secretary and/or Group General Counsel to undertake certain matters (including in relation to the organisational Whistleblower Policy), such authority and/or instruction includes authority for the Group Company Secretary and/or Group General Counsel to access any information, documents, systems and resources of the organisation required to properly undertake the task, provided such information, documents, systems and resources (as applicable) are accessed and used in compliance with any applicable policies and procedures.

#### 5.6 *Responsible Executive*

Responsible Executives are responsible for working closely with the relevant Chair to advance agendas and, where relevant, papers and have the primary responsibility for implementing actions/decisions of the governing body within specified timeframes. Each Responsible Executive has the primary reporting relationship with the relevant Chair and governing body.

### 6. **Committee Reporting, Attendance and Papers**

#### 6.1 *Committee Reporting*

Committee Chairs will keep the Board informed of the following key matters:

- (a) any formal resolutions of the Committee;
- (b) any recommendations to the Board requiring action and/or approval; and
- (c) any other issues the Committee Chair and Responsible Executive believe should be communicated to the Board.

The Committees acknowledge there may be times due to the specific timing required of a matter that a matter may be presented directly to the Board with the endorsement of the Committee Chair and the Board Chair.

#### 6.2 *Board Director attendance*

Board Directors have a standing right to attend any Committee meetings as observers.

#### 6.3 *Availability of Committee papers and minutes to the Board*

The agendas, papers and minutes of Committee meetings are made available to all Board Directors.

### 7. **Process**

#### 7.1 *Meetings*

- (a) *Agenda* - Initial draft agendas will be prepared by the Group Company Secretary. The Responsible Executive will consult with the relevant Chair to finalise the agenda. The relevant Chair has authority to finalise the agenda. A proposal to include a specific agenda item should be submitted to the relevant Chair as early as possible, and no later than 10 days before the meeting date.
- (b) *Papers* - The Responsible Executive is responsible for coordinating papers and ensuring they are made available at least one week before the meeting. A late paper may be accepted if the nature of the matter warrants it. A Chair will determine if any paper needs to be reviewed by the Chair before publication.
- (c) *Expectations of Governing Body Members* - All governing body members are expected to:
  - (i) prepare adequately for each meeting and in doing so;
  - (ii) actively assess the sufficiency of the contents of the papers they have been provided and have the right to obtain information;
  - (iii) review the information they receive and the timing of its availability to ensure they have had enough time to review the material before consideration;
  - (iv) attend all meetings, with apologies tendered only in unavoidable circumstances;
  - (v) participate in each meeting;
  - (vi) utilise their particular skills, experience and knowledge during discussions;
  - (vii) question, request information and raise any issues of concern;
  - (viii) be frank and open in each meeting. Matters may be debated only and constructively, and where agreement is not reached, governing body members are committed to being respectful and

behaving consistently with organisational values. Governing body members have a right to resign, but if they choose to remain they are bound by collective decisions of the governing body and may be legally liable for them;

- (ix) raise matters of serious concern and recognise it is good practice to mention a serious concern to the relevant Chair in time for the matter to be added to the agenda so proper attention and consideration by relevant Stakeholders can be given to the matter; and
- (x) keep discussions and resolutions confidential, except where they are required to be disclosed by law or as permitted by the Chair.

Governing body members recognise that meetings are more effective when contributions are kept brief, relevant, and build on previous points made by others. The Chair should strive to identify when a consensus is emerging, clearly articulate it, and ensure decisions are unambiguous. Governing body members must assist the Chair in maintaining order and ensuring discussions run smoothly.

- (d) *Ex-Officio Role of the Board Chair* – Unless the Board Chair is recognised as full member of a Committee, the Board Chair is an ex-officio member of all Committees. In an ex-officio capacity, the Board Chair is entitled to attend all Committee meetings and participation in meetings is at the Board Chair's discretion. When attending in this ex-officio capacity:
  - (i) The Board Chair's attendance or apology will be noted in agendas and minutes.
  - (ii) The Board Chair is not considered part of the Committee for the purposes of quorum or meeting attendance requirements.
  - (iii) The Board Chair is entitled to vote and any vote cast by the Board Chair will be counted in determining the outcome of a Committee's decision.

This rule ensures the Chair's entitlement to participate fully while preserving the integrity of quorum and attendance obligations applicable to appointed Committee members.

- (e) *Quorum* - No decision may be made at a meeting unless a quorum of governing body members is present when the business is discussed. The quorum for a Board meeting is 3 members. The quorum for Committee meetings is 2 Committee members.
- (f) *Chairing a meeting* - The relevant Chair will chair the governing body meeting. However, if the Chair is not present at a meeting within 15 minutes of the scheduled start time, or the Chair is unwilling or unable to act, another governing body member may be elected by the members to chair the meeting. In the remainder of this section, "Chair" refers to the person chairing a particular meeting, as relevant.
- (g) *Minutes* - Meeting effectiveness can only be achieved if decisions are clearly recorded, accurately documented, and implemented promptly. The Chair must take an active role in overseeing the minutes and actions. Unless otherwise agreed by the Chair, the following process will apply to the approval of minutes:
  - (i) The Group Company Secretary or their delegate will prepare draft minutes of meetings. These drafts are confidential and should not be shared with anyone other than the Chair until the Chair has had an opportunity to review them. Where technical or factual matters require clarification, the Group Company Secretary or their delegate may consult with Management or other relevant parties strictly for the purpose of ensuring accuracy.
  - (ii) The minutes will record attendance at meetings in the minutes. governing body members present will be recorded under 'Present' and those absent under 'Apologies'. Members of management, external advisers, guests and board observers attending by invitation will be recorded under 'In Attendance' when present but will not be recorded in 'Apologies' if absent, unless the Board determines otherwise.
  - (iii) Draft minutes of meetings will be sent to the Chair for approval within five working days of the end of the meeting.
  - (iv) Following review and if applicable, revision by the Chair, they will be circulated to the other governing body members and relevant attending Executives within 2 working days.
  - (v) If there are any major concerns regarding the minutes they should notify the Group Company Secretary within a week. Any proposed changes must be outlined in track change/annotation format.
  - (vi) If there are no concerns raised, the minutes are deemed to be approved by the Chair on the working day following the date feedback from governing body members is due.

- (vii) If there are concerns raised, the Group Company Secretary will escalate them to the Chair for consideration. The Chair has discretion to finalise the minutes.
- (viii) The Group Company Secretary will circulate a settled version of the minutes for the governing body's confirmation at the next routine meeting. Minutes of any in-camera meeting are usually not shared with Executives however the Chair has discretion to determine whether any in-camera minutes may be shared with Executives.
- (ix) Following confirmation at the meeting, the Chair's signature will be affixed to the settled version of the minutes. The Chair provides standing authority for the Group Company Secretary to use their electronic signature for signing purposes.
- (x) The approved and signed minutes are the official minutes of a meeting. In the event of any inconsistency between the approved minutes and any draft materials, annotations or notes, the approved minutes prevail. These minutes are retained in the Company Register and are maintained by the Group Company Secretary.
- (xi) Once minutes have been finalised and approved, superseded draft versions are managed in accordance with the organisation's recordkeeping and retention requirements, and are ordinarily deleted unless there is a specific legal, regulatory or governance reason to retain them.

The Group Company Secretary will attend in-camera sessions to take minutes, unless there is a conflict of interest or other sensitivity reasons as determined by the Chair. Use of artificial intelligence (AI) is permitted to assist with recording minutes as long as it follows organisational guidance, guided by IT and approved by the Board. A risk assessment must be carried out in seeking the Board's approval for using AI.

- (h) *Other Attendance* - The CEO and Responsible Executive will attend relevant governing body meetings. Other members of Management and/or external consultants may be invited as needed or desired by the relevant governing body. Generally, other than the Group Company Secretary, Management do not attend in-camera sessions, unless otherwise explicitly invited to. The Chair will manage invitations for observers and/or advisers to attend as standing attendees. After the governing body's endorsement, the Chair will seek final approval from the Board through the Board Chair. In-camera papers may be made available to Management based on the Chair's decision.

## 7.2 *Conflicts of interest and Related Party Transactions*

The Conflicts of Interest and Related Party Transactions Policy must be followed.

## 7.3 *Making Decisions without a Meeting*

The following protocol is followed when needing to make decisions without a meeting:

- (a) The Chair, Group Company Secretary or authorised delegate may send the proposed resolution/s with necessary background information by email or using the preferred Board management platform to all relevant governing body members.
- (b) The governing body members may by email or using the preferred Board management platform agree, disagree or abstain and request a meeting to discuss the resolutions further.
- (c) The resolution/s is passed if a majority of governing body members indicate their agreement.
- (d) Following passing of the resolution/s, the Chair's signature will be affixed. The Chair provides standing authority for the Group Company Secretary to use their electronic signature for signing purposes.
- (e) The circular resolution is retained in the Company Register and is maintained by the Group Company Secretary and is submitted to the governing body at the next routine meeting

## 7.4 *Independent professional advice including legal advice*

Governing body members may seek independent professional advice, including legal advice, if they believe it is necessary to fulfil their responsibilities. This can be done after consulting with and receiving approval from the Board Chair and where relevant, the Committee Chair. The organisation will cover the cost of this advice, which will generally be made available to all involved.

## 7.5 *Access to Executives*

Governing body members have complete and open access to Executives following consultation with the relevant Chair and CEO.

## 7.6 *Annual Board Agenda*

The dates and agendas of Board and Committee meetings are outlined in the Annual Board Calendar which is maintained by the Group Company Secretary.

## 7.7 *Papers and Records*

Papers and records may be retained electronically unless specifically not permitted by law. Unless otherwise agreed or considered necessary by the Chair, meeting papers are routinely circulated via the Board management platform. Other papers such as Board resources will also be shared via the Board management platform or other IT-approved applications to ensure secure handling. The Group Company Secretary is authorised to establish and implement protocols to ensure the proper use of, and access to, the Board management platform or other IT-approved applications. Where a governing body member encounters issues, the Group Company Secretary will use other technology means guided by IT to share information.

Notes and annotations made within the Board management platform are treated as transitory working materials and are not part of the official record of proceedings.

- Such annotations are managed in accordance with the platform settings and the organisation's recordkeeping and retention requirements, including when meeting materials are archived.
- Consistent with Board-approved settings, annotations may be deleted upon archiving of meeting materials.
- Any notes or annotations made are not the official record of proceedings and must not be relied on in place of approved minutes.
- Governing body members are expected to manage personal notes in accordance with their confidentiality obligations and to ensure they do not create ambiguity or inconsistency with the formal record.
- As a matter of good governance practice, governing body members should not retain personal notes beyond the point at which the minutes have been finalised and confirmed, unless there is a clear and specific reason to do so.
- The Chair or Group Company Secretary may determine, where appropriate, that specific notes, materials or annotations should be retained for governance or legal purposes.

## 7.8 *Implementation of decisions*

When a decision is made, which includes authorisation of a person (including the Group Company Secretary and/or Group General Counsel) to implement or otherwise action such decision, the person so authorised may do any or all things that are necessary, ancillary, incidental or desirable in connection with, or to give effect to the decision of the governing body, including, but not limited to certification, amendment, execution and delivery of any documents, certificates or notices and / or lodgement of any form or document required to be lodged with the Australian Taxation Office, Australian Charities and Not-for-profits Commission, Australian Securities and Investments Commission, State Revenue Offices or any other government authority.

## 7.9 *Meetings in-person, virtually or in a hybrid format*

Meetings may be conducted in-person, virtually or in a hybrid format. The following protocol will apply to virtual or hybrid meetings:

- (a) The Chair will manage the conduct of the meeting to help ensure all meeting participants have the opportunity to participate in the meeting;
- (b) Meeting participants are encouraged to turn camera on during the meeting;
- (c) Meeting participants are asked to mute their microphone at all times, except when they wish to speak or ask a question;
- (d) Where permissible, the 'hands up' function should be used to indicate they wish to speak or ask a question. If the 'hands up' function is not available, the microphone may be unmuted.
- (e) The chat function is to be avoided except for acknowledgments of country. Messages exchanged in chat functions (including meeting chat, Teams chat or similar messaging platforms) do not form part of the formal record of the meeting unless their content is expressly incorporated into approved minutes or another formal record maintained by the Group Company Secretary.
- (f) Participants of the meeting will follow the above protocol. Anyone in the secretariat role has the discretion to keep their camera off if they are not expected to actively participate in the meeting, to allow more screen presence for those who are actively engaged.

## **8. Legal Advice and Privilege**

The governing body may, from time to time, receive and consider legal advice. Whilst privilege is not usually lost by the governing body receiving legal advice, it is important that the governing body exercise caution and judgment in determining the degree of detail of privileged information (if any) that is necessary to include in the minutes. In many cases, it may be appropriate to simply note that the governing body considered relevant legal advice when making a decision, without going into detail regarding the nature or content of that advice.

Any privileged information in the minutes of governing body meetings should be clearly identified and ideally included in an appendix or attachment. If there is any doubt regarding the appropriate treatment of legal advice in governing body minutes, advice should be sought from the Group General Counsel.

Where minutes refer to privileged advice, they should not be provided to third parties without the express written consent of the Group General Counsel.

## **9. Remuneration and expenses**

Board members are not entitled to receive payment for acting as a Board Director and/or Committee member.

Committee members who are not Board members may be entitled to receive an honorarium subject to Board approval.

All governing body members are entitled to be reimbursed out of the funds of Benevolent for reasonable travel, accommodation and other expenses that are incurred by them when travelling to or from governing body meetings or when otherwise engaged in the affairs of Benevolent in accordance with any relevant Board and/or Committee expense policy.

## **10. Subsidiary Boards**

To the extent that there are any subsidiaries of Benevolent, and subject to the laws and Constitutions governing them, unless a subsidiary Board has specifically adopted its own Board governance framework, each subsidiary Board will adopt the processes outlined in these Standing Rules. Where a subsidiary Board has specifically adopted its own Board governance framework, it is required to document it.

## **11. Assessment of Performance**

The performance of a governing body is formally reviewed every year by way of a self-assessment and approximately every 2-3 years by an external consultant.

## **12. Review of Standing and Specific Rules**

Each governing body is responsible for reviewing these Standing Rules and, as relevant, Specific Rules on an annual basis. The Standing and Specific Rules may be amended in accordance with Board resolutions and are maintained by the Group Company Secretary.

## Version History

Revision details are listed in reverse order. That is the details of the most recent version appear first while the details of the oldest version appear last.

<b>Version number</b>	<b>Revision description/Reason</b>	<b>Date</b>
6.0	Revised to incorporate M&A and Strategic Alliance and Philanthropy and Fundraising Board Advisory Committee, P&C-related Board and P&C Committee responsibilities and enhance clarity and reflect practice - approved by the Board on 25 May 2026	25 May 2026
5.0	Revised to meet broader service delivery compliance, update Aboriginal and Torres Strait Islander Board Advisory Committee invitees, clarify conflict resolution between Board decisions and rules, explicitly move reference of work health and safety from AFR Committee to P&C Committee Charter, and enhance clarity and reflect practice —approved by the Board on 23 March 2026.	23 March 2026
4.1	Revised to document procedure for recording the Board Chair’s attendance and apologies when serving in an ex-officio capacity, as instructed by the Board Chair	2 March 2026
4.0	Annual governance review – approved by Board on 24 November 2025	24 November 2025
3.1	Updated to reflect changes to Board and Aboriginal and Torres Strait Islander Board Advisory Committee composition	1 October 2025
3.0	Updated based on governance changes approved by Board on 28 July 2025, along with a general review for consistency and alignment with current practices	28 July 2025
2.1	Streamlined role titles and attendee designations to enhance clarity, consistency, and transparency	16 June 2025
2.0	Updated Board and RPQ Committee Charter to strengthen clinical governance – approved by Board on 24 March 2025	24 March 2025
1.0	Initial release – approved by Board on 24 February 2025	24 February 2025

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The Benevolent Society acknowledges the  
Traditional Owners of Country throughout  
Australia and recognises continuing connection to  
land, waters and community. We pay our respects  
to them and their cultures, and to Elders past,  
present and future.

