

INTERNATIONAL FERRO METALS LIMITED

Board Charter

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1. Introduction

Corporate governance

The board of the Company has the ultimate responsibility to its shareholders for the strategy and performance of the company in general. The Board is dedicated to fulfilling these duties in a lawful and professional manner, and with the utmost integrity and objectivity.

In the conduct of its duties the Board aspires to best practice governance processes thereby ensuring the Company is governed in the best interests of the company as a whole. The purpose of this document is to articulate and formalise the corporate governance framework within which the company and its controlled entities operate in the form of a Board Charter (“the Charter”).

The Charter is a written policy document that defines the respective roles, responsibilities and authorities of the Board, both individually and collectively, and of management in setting the direction, management and control of the organisation. As such, it establishes the guidelines within which the directors and officers are to operate as they carry out their respective roles. It does not in anyway constitute legal advice or act as a substitute for legal advice.

Purpose of the Charter

The purpose of this Charter is to document the policies upon which the Board has decided to meet its corporate, legal and other responsibilities.

The company’s Charter is composed of:

- Part A – Defining governance roles;
- Part B – Improving board processes;
- Part C – Key board functions; and
- Part D – Continuing improvement.

While it is acknowledged that good governance is an important component of a successful company, it is also recognised that it is contingent upon the context in which it is practiced. Therefore, corporate governance is a regenerative process, and, as a result, this Charter is an evolving document.

The Charter will need to be regularly reviewed and updated to reflect changes in the legal framework within which the company operates, and amendments and developments in Board policies and procedures. It is the responsibility of the company secretary to ensure that the Board is consulted regarding any changes and updates, that the Charter is kept current and is reviewed and amended on a yearly basis, and that all Board members are provided with the latest versions of the Charter.

Nothing in this Charter must conflict with the company's Constitution ("Constitution"). If such a conflict occurs, the Constitution shall prevail.

PART A – DEFINING GOVERNANCE ROLES

2. THE ROLE OF THE BOARD

The Board is ultimately responsible for all matters relating to the running of the company.

The Board's role is to govern rather than manage the company. In governing the company, the directors must act in the best interests of the company as a whole. It is the role of senior management to manage the company in accordance with the direction and delegations of the Board and the responsibility of the Board to oversee the activities of management in carrying out these delegated duties.

The Board has the final responsibility for the successful operations of the company. In general, it is responsible for, and has the authority to determine, all matters relating to the policies, practices, management and operations of the company. It is required to do all things that may be necessary to be done in order to carry out the objectives of the company. In carrying out its governance role, the main task of the Board is to drive the performance of the company. The Board must also ensure that the company complies with all of its contractual, statutory and any other legal obligations, including the requirements of any regulatory body.

Without intending to limit this general role of the Board, the principal functions and responsibilities of the Board include the following:

- providing leadership to the company by:
 - guiding the development of an appropriate culture and values for the company through its established Code of Conduct, rules and procedures to enforce ethical behaviour and provide guidance on appropriate work methods;
 - always acting in a manner consistent with the company's culture and Code of Conduct;
- overseeing the development and implementation of an appropriate strategy by:
 - working with senior management to ensure that an appropriate strategic direction and array of goals are in place;
 - regularly reviewing and amending or updating the company's strategic direction and goals;
 - ensuring that an appropriate set of internal controls are implemented and reviewed regularly;
 - overseeing planning activities including the development and approval of strategic plans, annual plans, annual corporate budgets and long-term budgets including operating budgets, capital expenditure budgets and cash flow budgets;
 - reviewing the progress and performance of the company in meeting these plans and corporate objectives, including reporting the outcome of such reviews on at least an annual basis;
- ensuring corporate accountability to the shareholders primarily through adopting an effective shareholder communications strategy, encouraging effective participation at general meetings and, through the Chairman, being the key interface between the company and its shareholders;
- overseeing the control and accountability systems that ensure the company is progressing towards the goals set by the Board and in line with the company's purpose, the agreed corporate strategy, legislative requirements and community expectations;
- ensuring robust and effective risk management, compliance and control systems (including legal compliance) are in place and operating effectively;
- being responsible for the company's senior management and personnel including:
 - directly managing the performance of the CEO including:
 - appointing and remunerating the CEO;
 - providing advice and counsel to the CEO including formal performance reviews and feedback;

- overseeing the development or removal of the CEO, where necessary;
- ratifying the appointment, the terms and conditions of the appointment and, where appropriate, removal of the CFO and/or company Secretary;
- ensuring that an appropriate succession plan for the CEO, CFO and company secretary is in place;
- ensuring appropriate human resource systems (including OH&S systems) are in place to ensure the well-being and effective contribution of all employees;
- delegating appropriate powers to the CEO, management and committees to ensure the effective day-to-day management of the business and monitoring the exercise of these powers; and
- making all decisions outside the scope of these delegated powers including:
 - approving all operational expenditures more than 10% outside the approved budget;
 - approving the details of all items of capital expenditure in excess of A\$1 million (unbudgeted A\$250k);
 - approving all mergers, acquisitions or property disposals in excess of A\$250k; and
 - approving and monitoring the progress of major capital expenditure, capital management and acquisitions and divestitures.

The detail of some Board functions will be handled through board committees. However, the Board as a whole is responsible for determining the extent of powers residing in each committee and is ultimately responsible for accepting, modifying or rejecting committee recommendations.

3. BOARD STRUCTURE

3.1 Number of Directors

The Board has determined that while the Constitution provides for ten directors, consistent with the size of the company and its activities, the Board shall be comprised at present of seven directors, the majority of whom are non-executive.

To ensure all Board discussions or decisions have the benefit of outside views and experience, and the majority of directors are free of any interests or influences that could, or could reasonably be perceived to materially interfere with the director's ability to act in the best interests of the company it is the Board's policy that at least two board members should be independent¹, non-executive directors. The independence of the company's non-executive directors will be continuously assessed.

In the opinion of the Board, all Directors should bring specific skills and experience that add value to the company. The balance of skills and experience of the Board is to be regularly reviewed by the Board.

When considering the potential reappointment of an existing director, the Board will take into account the individual's performance as well as the skills and experience mix required by the Board into the future.

When considering vacancies, the Board will take into account a candidate's capacity to enhance the mix of skills and experience of the Board.

¹ The Board has adopted the definition of independence set out in the ASX Corporate Governance Council's *Principles of Good Corporate Governance and Best Practice Recommendations* (2003).

3.2 Appointment of Directors

The directors may at any time appoint any person as a director to fill a casual vacancy or as an additional director provided there are not more than eight directors. The newly appointed director may hold office until the next AGM and is eligible for re-election at that meeting.

3.3 Skills Required on the Board

The Board, will maintain a regularly reviewed capabilities matrix. This matrix shall include technical skills, director capabilities and personal attributes. It will normally review the Board's composition against this matrix and recommend any changes in Board composition on at least an annual basis. An essential component of this matrix is the time availability of directors.

3.4 Duration of Appointment

In the interest of ensuring a continual supply of new talent to the Board, directors will serve for a maximum of four terms (up to a maximum of twelve years) unless there are exceptional circumstances.

The exception to this policy is that a director who is serving as chairman at the conclusion of the usual maximum term may serve an additional term in that role.

3.5 Vacation of Office

It is envisaged that directors shall remain on the Board until required to vacate the office by law or as detailed in the Constitution. The terms and conditions for directors are contained in their letter of appointment.

4. THE ROLE OF INDIVIDUAL DIRECTORS

Directors share the ultimate responsibility for the company's overall success; therefore, directors have an individual responsibility to ensure that the Board is undertaking its responsibilities as set out in its Statement of Board Functions. Directors need to ensure that the Board is providing:

- leadership to the company, particularly in the areas of ethics and culture;
- a clear and appropriate strategic direction;
- accountability to key stakeholders, particularly shareholders;
- oversight of policies;
- oversight of all control and accountability systems including all financial operations and solvency, risk management and compliance;
- an effective senior management team and appropriate personnel policies; and
- timely and effective decisions on matters reserved to it.

4.1 Directors' Code of Conduct

In accordance with legal requirements and agreed ethical standards², directors and key executives of the company:

- will act honestly, in good faith and in the best interests of the whole company;
- owe a fiduciary duty to the company as a whole;
- have a duty to use due care and diligence in fulfilling the functions of office and exercising the powers attached to that office;

² Refer to: *AICD Code of Conduct and ASX Corporate Governance Council's Principles of Good Corporate Governance.*

- will undertake diligent analysis of all proposals placed before the Board;
- will act with a level of skill expected from directors and key executives of a publicly listed company;
- will use the powers of office for a proper purpose, in the best interests of the company as a whole;
- will demonstrate commercial reasonableness in decision making;
- will not make improper use of information acquired as directors and key executives;
- will not disclose non-public information except where disclosure is authorised or legally mandated;
- will keep confidential, information received in the course of the exercise of their duties and such information remains the property of the company from which it was obtained and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the person from whom the information is provided, or is required by law;
- will not take improper advantage of the position of director or use the position for personal gain or to compete with the company;
- will not take advantage of company property or use such property for personal gain or to compete with the company;
- will protect and ensure the efficient use of the company's assets for legitimate business purposes;
- will not allow personal interests, or the interests of any associated person, to conflict with the interests of the company unless disclosed at a board meeting and appropriate steps have been taken in accordance with the Companies Act;
- have an obligation to be independent in judgment and actions, and directors will take all reasonable steps to be satisfied as to the soundness of all decisions of the Board;
- will make reasonable enquiries to ensure that the company is operating efficiently, effectively and legally towards achieving its goals;
- will not engage in conduct likely to bring discredit upon the company;
- will encourage fair dealing by all employees with the company's customers, suppliers, competitors and other employees;
- will encourage the reporting of unlawful/unethical behaviour and actively promote ethical behaviour and protection for those who report violations in good faith;
- will give their specific expertise generously to the company;
- have an obligation, at all times, to comply with the spirit, as well as the letter of the law and with the principles of this Code.

4.2 Expectations of directors in Board process

Since the Board needs to work together as a group, directors need to establish a set of standards for Board meetings. At the company, it is expected that directors shall, in good faith, behave in a manner that is consistent with generally accepted procedures for the conduct of meetings at all meetings of the Board. This will include, but not be limited to:

- behaving in a manner consistent with the letter and spirit of the Company Code of Conduct;
- acting in a businesslike manner;
- acting in accordance with the Constitution and Board policies;

- addressing issues in a confident, firm and friendly manner;
- preparing thoroughly for each Board or committee event;
- using judgment, commonsense and tact when discussing issues;
- minimising irrelevant conversation and remarks;
- ensuring that others are given a reasonable opportunity to put forward their views;
- refraining from interruption or interjection when a speaker has the floor; and
- being particularly sensitive in interpreting any request or direction from the Chairman that aims to ensure the orderly and good-spirited conduct of the meeting.

Directors are expected to be forthright in Board meetings and have a duty to question, request information, raise any issue, and fully canvas all aspects of any issue confronting the company, and cast their vote on any resolution according to their own judgment.

Outside the boardroom, however, directors will support the letter and spirit of Board decisions in discussions with all stakeholders including any shareholders, special interest groups, customers, staff, suppliers and any other parties.

Directors will keep confidential all Board discussions and deliberations. Similarly, all confidential information received by a director in the course of the exercise of the director's duties remains the property of the company and is not to be discussed outside the boardroom. It is improper to disclose it, or allow it to be disclosed, without appropriate authorisation.

4.3 Conflict of Interest and related party transactions

4.3.1 Conflicts of Interest

Directors must disclose to the Board actual or potential conflicts that may or might reasonably be thought to exist between the interests of the director and the interests of the company. On appointment, directors will have an opportunity to declare any such interests and they will be entered into the company's Register of Ongoing Conflicts of Interest.

Directors should update this disclosure by notifying the company secretary in writing as soon as they become aware of any conflicts. Directors are also expected to indicate to the chairman any actual or potential conflict of interest situation as soon as it arises. To ensure directors have an opportunity to disclose new conflicts of interest, the first agenda item for each Board meeting will be the disclosure of any conflicts of interest. Any amendments to disclosures are to be tabled at this time and entered into the Register of Ongoing Conflicts of Interest.

The Board can request a director to take reasonable steps to remove the conflict of interest. If a director cannot, or is unwilling to, remove a conflict of interest, then the director must absent himself or herself from the room when discussion and voting occur on matters to which the conflict relates. The entry and exit of the director concerned will be minuted by the company secretary. Directors do not have to absent themselves when either (a) conflict of interest relates to an interest common to all company members/shareholders, or (b) the Board passes a resolution that identifies the director, the nature and extent of the director's interest and clearly states that the other directors are satisfied that the interest should not disqualify the director concerned from discussion and/or voting on the matter.

4.3.2 Related Party Transactions

Related party transactions include any financial transaction between a director or officer and the company and will be reported in writing to each Board member.

In general, the *Corporations Act* requires related party transactions to be approved by the shareholders; the Board cannot approve these transactions. An exemption to this requirement occurs where the financial benefit is given on arm's length terms.

To assist the Board in showing that a financial benefit, such as the awarding of a contract to a company in which a director is a partner, is given on arm's length terms, the process outlined in Attachment D - Potential Related Party Transaction will be followed.

4.4 Emergency Contact Procedures

As there is the occasional need for urgent decisions, Directors should leave with the company secretary any contact details, either for themselves or for a person who knows their location, so that all directors can be contacted within 24 hours in cases of a written resolution or other business.

5. THE ROLE OF THE CHAIRMAN

The Chairman's role is a key one within the company. The Chairman is considered the "lead" director and utilises his/her experience, skills and leadership abilities to facilitate the governance processes.

There are two main aspects to the Chairman's role. They are the Chairman's role within the boardroom and the Chairman's role outside the boardroom. The scope of these roles are to be defined in the Chairman's appointment contract and include:

5.1 Inside the Boardroom

Inside the boardroom, the role of the Chairman is to:

1. establish the agenda for Board meetings in consultation with the CEO;
2. chair Board meetings;
3. be clear on what the Board has to achieve, both in the long and short term;
4. provide guidance to other Board members about what is expected of them;
5. ensure that Board meetings are effective in that:
 - the right matters are considered during the meeting (e.g. strategic and key issues);
 - matters are considered carefully and thoroughly;
 - all directors are given the opportunity to effectively contribute; and
 - the Board comes to clear decisions and resolutions are noted;
6. brief all directors in relation to issues arising at Board meetings;
7. ensure that the decisions of the Board are implemented properly;
8. ensure that the Board behaves in accordance with its Code of Conduct; and
9. commence the annual process of Board and director evaluation.

5.2 Outside the Boardroom

Outside the boardroom, the role of the chairman is to:

1. in conjunction with the CEO, undertake appropriate public relations activities;
2. be the spokesperson for the company at the annual general meeting and in the reporting of performance and profit figures;
3. be the major point of contact between the Board and the CEO;
4. be kept fully informed by the CEO on all matters of interest to directors;
5. regularly review with the CEO, and such other senior officers as the CEO recommends, progress on important initiatives and significant issues facing the company;
6. provide mentoring for the CEO; and
7. initiate and oversee the annual CEO evaluation process.

6. THE ROLE OF THE COMPANY SECRETARY

The company secretary is charged with facilitating the company's corporate governance processes and for ensuring that the Board processes and procedures run efficiently and effectively. The company secretary is accountable to the Board, through the chairman, on all governance matters and reports directly to the chairman as the representative of the Board. The company secretary is appointed and dismissed by the Board and all directors have a right of access to the company secretary.

The tasks of the company secretary shall include:

Meetings and Minutes

- notifying the directors in writing in advance of a meeting of the Board as specified in the Constitution;
- ensuring that the agenda and Board papers are prepared and forwarded to directors prior to the Board meeting;
- recording, maintaining and distributing the minutes of all Board and Board Committee meetings as required;
- maintaining a complete set of Board papers at the company's main office;
- preparing for and attending all annual and extraordinary general meetings of the company; and
- recording, maintaining and distributing the minutes of all general meetings of the company.

Compliance

- overseeing the company's compliance program and ensuring all company legislative obligations are met;
- ensuring all requirements of AIM, ASIC, the ATO and any other regulatory body are fully met; and
- providing counsel on corporate governance principles and director liability.

Governance administration

- maintaining the Register of Ongoing Conflicts of Interest and the Register of Related Party Transactions;
- maintaining a Register of Company Policies as approved by the Board;
- maintaining, updating and ensuring that all directors have an up-to-date copy of the Charter and associated governance documentation;
- maintaining the complete list of the Limits of Financial Authority;
- reporting at each Board meeting the documents executed under a power of attorney, documents executed in accordance with section 127 of the *Corporations Act*, and reporting on the use of the Seal Register; and
- any other services the chairman or Board may require.

7. THE ROLE OF THE CEO

The Chief Executive Officer (CEO) is responsible for the attainment of the company's goals and vision for the future, in accordance with the strategies, policies, programs and performance requirements approved by the Board. The position reports directly to the Board.

The CEO's primary objective is to ensure the ongoing success of the company through being responsible for all aspects of the management and development of the company. The CEO is of critical importance to the company in guiding the company to develop new and imaginative

ways of winning and conducting business. The CEO must have the industry knowledge and credibility to fulfill the requirements of the role.

The CEO will manage a team of executives responsible for all functions contributing to the success of the company.

The CEO's specific responsibilities will include:

- developing, in conjunction with the Board, the company's vision, values, and goals;
- responsibility for the achievement of corporate goals and objectives;
- development of short, medium and long-term corporate strategies and planning to achieve the company's vision and overall business objectives;
- preparation of business plans and reports with the senior management; developing, with the Board, the definition of ongoing corporate strategy; implementing and monitoring strategy and reporting/presenting to the Board on current and future initiatives;
- advising the Board on the most effective organisational structure and overseeing its implementation;
- assessment of business opportunities of potential benefit to the company;
- responsibility for proposals for major capital expenditure to ensure their alignment with corporation strategy and justification on economic grounds;
- sustaining competitive advantage through maximising available resources, encouraging staff commitment and strategically aligning the corporate culture with the organisation's goals and objectives;
- establishing and maintaining effective and positive relationships with Board members, shareholders, customers, suppliers and other government and business liaisons;
- undertaking the role of key company spokesperson;
- recommending policies to the Board in relation to a range of organisational issues including delegations of authority, consultancies and performance incentives;
- ensuring statutory, legal and regulatory compliance and complying with corporate policies and standards;
- ensuring appropriate risk management practices and policies are in place;
- developing and motivating direct reports and their respective teams;
- selecting and appointing key staff (direct reports); and
- ensuring there is an appropriate staff appraisal system in place in the company.

PART B – IMPROVING BOARD PROCESSES

8. BOARD MEETINGS

The purpose of Board meetings is to provide the main opportunity for directors to:

- obtain and exchange information with the senior management team;
- obtain and exchange information with each other; and
- make decisions.

8.1 Meeting Frequency

The Board will hold six scheduled meetings per year and other meetings whenever special circumstances require it. Committees will generally meet on a semi-annual basis, unless otherwise agreed. Where Board and committee meetings are scheduled for the same month, where possible, Committee meetings will precede the Board meeting.

8.2 Meeting Time and Location

The Board will usually meet at company's offices located in Sydney and Johannesburg or such other locations that the Board may decide. Board meetings usually commence at 6pm (Sydney time), but this may vary depending on the agenda of each individual meeting, the availability of key participants and the location at which the meeting is taking place.

Board meetings may be held by conference call, with some or all of the participating directors at another location. The company secretary is responsible for arranging the tele-conferencing facility.

8.3 Meeting Cycle

Board meetings will be held during the third week of the month scheduled for the meeting. To assist in the smooth running of Board processes, the Board has adopted an indicative monthly cycle as follows. The indicative cycle provides Board members with at least three days to review the agenda and Board papers and preparation time for the meeting.

Item	Working days
Draft agenda prepared by the company secretary	-10
Company secretary updates actions arising from the previous meeting	-7
Company secretary reviews the proposed agenda with the Chairman	-5
Board papers and agenda are finalised	-4
All Board papers are circulated to Board meeting attendees	-5
Board meeting	0
Draft minutes sent to chairman	+ 4 to 6
Draft minutes sent to directors	+ 9 to 12

All days indicated are calculated in relation to the Board meeting day (day zero).

Please note, that this is an indicative cycle only. The actual timing of events in the lead up to and follow up from Board meetings will be dependent upon the circumstances surrounding each individual meeting.

8.4 Conduct of Meeting

The chairman will determine the degree of formality required at each meeting while maintaining the decorum of such meetings. As such, the chairman will:

- ensure that all members are heard;

- retain sufficient control to ensure that the authority of the Chair is recognised. This may require a degree of formality to be introduced if this is necessary to advance the discussion;
- take care that the decisions are properly understood and well recorded; and
- ensure that the decisions and debate are completed with a formal resolution recording the conclusions reached.

If the Chairman is not present in person if the meeting is held by conference call, or within 15 minutes after the time appointed for the holding of that meeting, a director chosen by a majority of directors present shall assume the role

8.5 Quorum and Voting at Meetings.

In order for a decision of the Board to be valid, a quorum of directors must be present. In accordance with clause 24.7 of the company's constitution a quorum is two directors present and entitled to vote. Questions arising at Board meetings are to be decided by a majority of votes of directors who are present and entitled to vote. The chairman may exercise a casting vote in addition to any other vote the chairman may have.

8.6 Emergency Decision Making – Written Resolutions

Matters requiring an urgent decision of the directors without holding a Board meeting can be dealt with in accordance with clause 24.12 of the company's constitution – Written resolutions of Directors – such resolution in writing if signed by a majority of directors for the time being entitled to vote at Directors' meetings will be as valid and effectual as if it had been passed at a Directors' meeting duly convened and held.

9. BOARD MEETING AGENDA

9.1 Agenda Content

An agenda will be prepared for each Board and committee meeting. In general, it may contain some or all of the following topics:

- Minutes of previous meeting
- Directors declarations (related party; conflict of interest)
- Management reports
- Special items
- Next meeting
- Continuous disclosure

9.2 Agenda Preparation

The company secretary, in consultation with the chairman and the CEO is responsible for preparing an agenda for each Board meeting. However, any director may request items to be added to the agenda for upcoming meetings. The company secretary circulates the agenda to all directors with the Board papers at least three days prior to the meeting.

10. BOARD PAPERS

10.1 Preparation and circulation of board papers

The company secretary together with the CEO is responsible for the preparation and circulation of board papers. The board papers will be circulated to directors prior to the Board meeting. If a board paper relates to a matter in which there is a known conflict of interest with a particular director then the relevant board paper will be removed by the company secretary on the instructions of the chairman, from the set of Board papers sent to that director. In the case of the chairman having a conflict of interest, the Board will appoint another director to make final decisions on the forwarding of board papers to the chairman.

10.2 Retention of Board Papers

The company secretary maintains a complete set of board papers at the company's registered office. The company secretary will collect each director's board papers at the end of the respective Board meeting. However, individual directors may retain selected items in a secure location.

11. BOARD MINUTES

Minutes will contain a brief reference to relevant Board papers tabled plus any official resolutions adopted by Directors at a Board Meeting. All decisions will be recorded in the minutes by means of a formal resolution.

12. BOARD CALENDAR

In order to provide an even distribution of work over each financial year, the Board will adopt a twelve-month board calendar. Included will be all scheduled Board and committee meetings as well as major corporate and Board activities, such as strategic planning and the CEO's evaluation, to be carried out in particular months. It will be updated and approved prior to the start of each calendar year.

13. COMMITTEES

The Board currently has three committees:

- Audit Committee; and
- Remuneration Committee; and
- Risk Management Committee.

The Board presently considers the following tasks of such importance that it should be the responsibility of the entire board to deliberate on these matters: -

- corporate governance; and
- nomination of additional or replacement directors.

It is expected that each committee will have a Committee Charter that has been approved by the Board. Nevertheless, the Board has the ability to alter the roles of each Committee as it sees fit. The Committee Charters for each committee are provided as drafts in Attachments A to C.

PART C – KEY BOARD FUNCTIONS

14. THE BOARD AND STRATEGY

Each year the Board will approve a formal strategic planning process that articulates the respective roles and levels of involvement of the Board, senior management and other employees and will review the strategic plan for the group.

15. CONTACTS AND ADVISORY ROLE

15.1 CEO Advisory Role

The key directorial duty is providing a sounding board for CEO ideas and challenges. Recognising that the CEO and Board relationship is critical to effective corporate governance, directors should provide frank and honest advice to the CEO. It is expected that the chairman will play a key part of this role and will maintain regular contact with the CEO.

All advice should be constructive in nature and provided in a positive manner. Where appropriate, directors should recommend possible alternative advisers if they do not feel adequately trained to assist.

15.2 Protocol for Interaction with internal and external parties

15.2.1 Media Contact and Comment

The Board has designated the CEO or the chairman (where appropriate) to speak to the press on matters associated with the company. In speaking to the press, the CEO or the chairman will not comment on price sensitive information that has not already been disclosed to AIM, however, they may clarify previously released information. To assist in safeguarding against the inadvertent disclosure of price sensitive information, the CEO and the chairman will be informed of what the company has previously disclosed to the market on any issue prior to briefing anyone outside the company.

The chairman is authorised to comment on:

- annual and half-yearly results at the time of the release of the annual or half-yearly report
- resolutions to be put to general meetings of the company
- changes in directors, any matter related to the composition of the Board or Board processes
- any speculation concerning Board meetings or the outcomes of Board meetings
- other matters specifically related to shareholders.

The CEO is authorised to comment on:

- the company's future outlook
- any operational matter
- media queries concerning operational issues which reflect either positively or negatively on the company
- proposed or actual legal actions
- queries and general discussions concerning the company's industry.

The CEO may delegate some of these areas to the company secretary or other appropriate person.

There will be times when directors and employees will be approached by the media for public comment. On such occasions, the director(s) or employee(s) should comply with the following:

1. refer the person to the CEO or chairman of the Board as appropriate for comment;

2. refrain from disclosing any information, documents or other forms of data to the person without the prior consent of the CEO or the chairman of the Board;
3. report the person who contacted the director/employee, the reason (explicit or inferred) for the contact and a summary of any other relevant information as soon as possible to the CEO or the chairman.

15.2.1 External communications including analyst briefings and responses to shareholder questions

The company discloses its financial and operational results to the market each half year as well as informing the market of other events throughout the year as they occur. Reports and announcements, media releases are all lodged with AIM and subsequently posted to the company's website. As all financial information is disclosed through AIM, the company will only comment on factual errors in information and underlying assumptions when commenting on market analysts' financial projections, rather than commenting on the projections themselves.

In addition to the above disclosures, the company does conduct briefings and discussions with analysts and institutional investors. However, price sensitive information will not be discussed unless that particular information has been previously formally disclosed to the market via an AIM announcement. Slides and presentations used in briefings will also be released immediately prior to the briefing to the market via AIM and posted on the company's website.

After the conclusion of each briefing or discussion, it will be reviewed to determine whether any price sensitive information has been inadvertently disclosed. If any price sensitive information was disclosed, it will be announced immediately to AIM and then posted on the company's website.

15.3 Hospitality and Gifts

While the company recognises the need from time to time to give or accept customary business courtesies in accordance with ethical business practices, directors and officers will not solicit such courtesies and will not accept gifts, services, benefits or hospitality that might influence, or appear to influence, the directors' and officers' conduct in representing the company.

16. MONITORING

Another essential function of the Board is to monitor the performance of the organisation in implementing its strategy and overall operational performance. The Board assesses performance against achievable targets and obtains a third party assessment of performance.

17. COMPLIANCE AND FINANCIAL REPORTING

The Board is charged with overseeing, reviewing and ensuring the integrity and effectiveness of the company's compliance and financial reporting systems. The Board has established an Audit Committee that is responsible for overseeing the company's compliance systems and reporting to the Board on those systems.

18. RISK MANAGEMENT

Risk management is a complex and critical component of the company's governance, and the Risk Management Committee will oversee the appropriate risk systems within the company, although aspects of this process may be delegated.

Risk management at the company is considered a key governance and management process with its primary objectives to ensure:

- all major sources of potential opportunity for and harm to the company (both existing and potential) are identified, analysed and treated appropriately;
- business decisions throughout the company appropriately balance the risk and reward trade-off;

- regulatory compliance and integrity in reporting are achieved; and
- senior management, the Board and investors understand the risk profile of the company.

In line with these objectives the risk management system covers:

- operations risk;
- financial reporting; and
- compliance.

The Board reviews all major strategies and purchases for their impact on the risk facing the company. The company also undertakes an annual review of operations to update its risk profile. This normally occurs in conjunction with the strategic planning process.

In addition, the Risk Management Committee will provide written assurance to the Board that the risk management system is effective, efficient and accurately reflected in the company's financial statements.

19. DELEGATION OF AUTHORITY

Directors are responsible for any delegations of their responsibilities with regard to corporate operations. As such, they decide as a Board what company matters are delegated to either specific directors or management. In addition, they outline what controls are in place to oversee the operation of these delegated powers.

Consequently, individual directors have no individual authority to participate in the day-to-day management of the company including making any representations or agreements with member companies, suppliers, customers, employees or other parties or organisations.

The exception to this principle occurs where the Board through resolution explicitly delegates an authority to the director individually. Additionally, it is recognised that all executive directors will carry significant delegated authority by virtue of their management positions as outlined in a relevant Board resolution.

All such delegations are implemented by executing a relevant power of attorney and associated rules for its valid use. Full documentation of all powers of attorney and associated rules are held in the company's safe custody.

Similarly, Committees and their members require specific delegations from the Board as a whole and these will be contained in each Committee's respective Terms of Reference.

19.1 General Delegations

A summary list of delegations and authorities is provided to all operating units and company locations, while a complete list is held at the company's head office.

In general, the Board delegates all powers and authorities required to effectively and efficiently carry out the company's business. Listed below are the exceptions to these delegations, whereby the Board or appropriate Committee reserves the powers as indicated.

19.2 Decisions requiring Board approval

The following decisions must be referred to the Board for approval:

- acquiring or selling shares of the company;
- acquiring, selling or otherwise disposing of property in excess of A\$250k of the company;
- founding, acquiring or selling subsidiaries of or any company within the company, participating in other companies or dissolving or selling the company's participation in other companies;

- acquiring or selling patent rights, rights in registered trade marks, licences or other intellectual property rights of the company;
- founding, dissolving or relocating branch offices or other offices, plants and facilities;
- starting new business activities, terminating existing business activities or initiating major changes to the field of the company's business activities;
- approving and/or altering the annual business plan (including financial planning) for the company or any part of the company;
- taking or granting loans which exceed A\$1 million (budgeted) or A\$250k unbudgeted (including, without limitation, the placing of credit orders, issuing of promissory notes or loans against IOUs);
- granting securities of any type;
- granting loans to company officers or employees and taking over guarantees for the company's officers and employees;
- determining the balance sheet strategy for the company or any part of the company;
- entering into agreements for recurring, voluntary, or additional social benefits, superannuation agreements or agreements for general wage and salary increases;
- determining the total amount of bonuses and gratuities for company officers and employees;
- determining the appointment, termination, prolongation of employment or amendment to conditions of employment of members of the Board; and
- granting or revoking a power of attorney or limited authority to sign and/or act on behalf of the company.

PART D – CONTINUING IMPROVEMENT

20. DIRECTOR PROTECTION

20.1 Information Seeking Protocol

Directors will adhere to the following protocol when seeking information:

1. approach the CEO/Company Secretary to request the required data;
2. if the data is not forthcoming, approach the Chairman;
3. if the information is still not forthcoming, write a letter to all Board members and the CEO detailing the information that is required, purpose of the information, and who the Director intends to approach in order to obtain the information; and
4. as a last resort, employ the provisions of the *Corporations Act*.

20.2 Access to professional advice

A director of the company 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, expert opinion on matters before them.

All directors have the individual authority to commit the company to up to A\$10,000 per annum in professional advice.

Prior to seeking professional advice a director shall inform the chairman about the nature of the opinion or information sought, the reason for the advice, the terms of reference for the advice and the estimated cost of the advice. Where more than one Director is seeking advice about a single issue, the chairman shall endeavour to coordinate the provision of the advice.

If the cost of professional advice is likely to exceed A\$10,000, the director shall seek authority from the chairman prior to engaging an external expert. The chairman has delegated authority to authorise expenditures up to A\$50,000. If the Chairman withholds authorisation, the Director has the right to seek authority from the Board at the next Board meeting.

If the cost of professional advice is likely to exceed A\$50,000, then the Board must approve the engagement of an external expert.

Advice so received should be received on behalf of the Board as a whole.

20.3 Access to Board Papers

The directors have the right to access board papers as granted by the *Corporations Act*.

20.4 Insurance and indemnities

The company holds a Directors' and Officers' Insurance Policy, which insures directors against costs and expenses which may be incurred in defending proceedings and against other liabilities which may arise from their positions.

Pursuant to agreements entered into between the company and each director, the company has agreed to indemnify the directors in terms of the Directors' indemnity and Access Deeds.

21. BOARD AND SENIOR EXECUTIVE EVALUATION

21.1 Evaluation Process

The Board considers the evaluation of its own and senior executive performance as fundamental to establishing a culture of performance and accountability.

21.2 Board and director evaluations

The Board considers the ongoing development and improvement of its own performance as a critical input to effective governance. As a result, the Board undertakes an annual evaluation of Board and director performance in November. The review is based on a number of goals

for the Board and individual directors that are established in the preceding January. The goals are based on corporate requirements and any areas for improvement identified in previous reviews. Every two years, the Board engages an independent expert to facilitate the process. The Board considers the outcome of the review in a dedicated meeting and develops a series of actions and goals to guide improvement. The chairman provides each director with confidential feedback on performance. This feedback is used to develop a development plan for each director. The Board does not endorse the reappointment of a director who is not satisfactorily performing the role.

21.3 Board committee evaluations

In January of each year, the Board sets a number of expectations of its committees. These expectations are derived after considering the results of previous reviews, an assessment of the company's current and future needs, and a review of each Committee's Charter or purpose. As a result of this review, the Board may amend or revoke a Committee's Charter.

In November of each year, the Board reviews the performance of the Committees and itself against these expectations. Every second year, an independent party carries out this review. Based upon the review, individuals and groups are provided with feedback on their performance in December. The results of the review are a key input into the expectations set by the Board in January.

21.4 Senior executive evaluations

All senior executives at the company are subject to an annual performance evaluation. In June each year, senior executives (including the CEO) establish a set of performance targets with their superior. These targets are aligned to overall business goals and the company's requirements of the position. In the case of the CEO, these targets are negotiated between the CEO and the Remuneration Committee and signed off by the whole Board.

An informal assessment of progress is carried out in December. A full evaluation of the executive's performance against the agreed targets takes place in June the following year. This will normally occur in conjunction with goal setting for the coming year. Since the company is committed to continuous improvement and the development of its people, the results of the evaluation form the basis of the executive's development plan. Performance pay components of executives' packages are dependent on the outcome of the evaluation.

22. NON-EXECUTIVE DIRECTOR REMUNERATION

22.1 Fees

Non-executive directors are paid their fees out of the maximum aggregate amount approved by shareholders for the remuneration of non-executive directors. The sum each non-executive director is paid is determined by the Board or Remuneration Committee from time to time. Directors are not remunerated for participation on Board Committees.

22.2 Performance-Based Bonus

Non-executive Directors do not receive performance-based bonuses unless approved by the Board of Directors.

22.3 Equity-Based Remuneration

Non-executive Directors may participate in equity schemes of the company, such as option schemes, that are designed to encourage enhanced performance of the participant.

23. DIRECTOR DEVELOPMENT

The company is committed to the continuing development of its directors and executives. In line with this commitment, there is an expectation that all directors and senior executives will commit to at least 2 days of professional development each year. The Board allocates an

annual budget of \$2,000 per director to encourage directors to participate in training and development programs. Any director wishing to undertake either specific directorial training or personal development courses is expected to approach the chairman for approval of the proposed course. Development may be in both governance and governance processes or in the company's industry.

24. DIRECTOR INDUCTION

New directors will undergo an induction process in which they will be given a full briefing on the company. This will include meeting with key executives, tours of the premises, an induction package and presentations. Information conveyed to the new director will include:

- details of the roles and responsibilities of a director with an outline of the qualities required to be a successful director;
- formal policies on director appointment as well as conduct and contribution expectations;
- details of all relevant legal requirements including:
 - *Corporations Act*;
 - Tax Office requirements; and
 - other major statutory bodies;
- a copy of the Charter;
- guidelines on how the Board processes function;
- details of past, recent and likely future developments relating to the Board including anticipated regulatory changes;
- background information on and contact information for key people in the organisation including an outline of their roles and capabilities;
- an analysis of the company including:
 - core competencies of the company;
 - an industry background briefing;
 - a recent competitor analysis;
 - details of past financial performance;
 - current financial structure; and
 - any other important operating information;
- a synopsis of the current strategic direction of the company including a copy of the current strategic plan and annual budget;
- a copy of the Constitution of the company; and
- Directors Deed of Indemnity and Right of Access to Documents, if applicable.

ATTACHMENTS

Attachment A... Audit Committee Charter

Attachment B...Risk Management Committee Charter

Attachment C...Remuneration Committee Charter

Attachment D...Potential Related Party Transactions

ATTACHMENT A

AUDIT COMMITTEE CHARTER (PROPOSED)

Constitution

The Audit Committee is appointed by and reports to the Board.

Membership

The committee consists of three directors of the Board, two of whom are independent, non-executive directors. The chairman is a non-executive director and is not chairman of the Board. The term of appointment is one year. The effect of ceasing to be a director of the Board is automatic termination of office as a member of the committee.

Committee objectives

The objective of the committee is to assist the Board in fulfilling its responsibilities relating to the financial reporting of the company, its accounting practices, its corporate control policies and its corporate governance policy.

Duties and Responsibilities

The Audit Committee is responsible for reviewing the integrity of the company's financial reporting and overseeing the independence of the external auditors. In particular, the Audit Committee has the following duties:

Financial Statements

1. to review the audited annual and half-yearly financial statements and any reports which accompany published financial statements before submission to the board, recommending their approval, focusing particularly on:
 - any changes in accounting policies and practices;
 - major judgmental areas;
 - significant adjustments, accounting and financial reporting issues resulting from the internal and external audit;
 - compliance with accounting policies and standards; and
 - compliance with legal requirements.
2. to review the evaluation by management of factors related to the independence of the company's public accountant and to assist them in the preservation of such independence.
3. to oversee management's appointment of the company's public accountant.

Related Party Transactions

4. to monitor and review the propriety of any related party transactions.

External Audit Function

5. to recommend to the board the appointment of the external auditor.
6. each year, to review the appointment of the external auditor, their independence, the audit fee, and any questions of resignation or dismissal.
7. to discuss with the external auditor before the audit commences the nature and scope of the audit,
8. to meet privately with the external auditor on at least an annual basis.
9. to determine that no management restrictions are being placed upon the external auditor.
10. to discuss problems and reservations arising from the interim and final audits, and any matters the auditors may wish to discuss (in the absence of management where necessary).
11. to review the external auditor's management letter and management's response.
12. to review any regulatory reports on the company's operations and management's response.

Communication

13. providing, through regular meetings, a forum for communication between the board, senior financial management staff involved in internal control procedures and the external auditors.
14. enhancing the credibility and objectivity of financial reports with other interested parties, including creditors, key stakeholders and the general public.
15. establishing procedures for complaints and reports regarding accounting, internal accounting controls and auditing matters and ensuring a mechanism for the confidential treatment of such complaints and reports including the ability to submit them anonymously.

Assessment of Effectiveness

16. to evaluate the adequacy and effectiveness of the company's administrative, operating and accounting policies through active communication with operating management, internal auditors and the external auditors.

Oversight of the Risk Management System

17. to oversee the establishment and implementation by management of a system for identifying, assessing, monitoring and managing material risk throughout the company. this system will include the company's internal compliance and control systems.
18. to review at least annually the company's risk management systems to ensure the exposure to the various categories of risk are minimised prior to endorsement by the board.
19. to evaluate the company's exposure to fraud.
20. to take an active interest in ethical considerations regarding the company's policies and practices.
21. to monitor the standard of corporate conduct in areas such as arms-length dealings and likely conflicts of interest.
22. to identify and direct any special projects or investigations deemed necessary.
23. to ensure the appropriate engagement, employment and deployment of all employees under statutory obligations.
24. to ensure a safe working culture is sustained in the workforce.
25. to determine the company's risk profile describing the material risks, including both financial and non-financial matters, facing the company.
26. to regularly review and update the risk profile.

Access and Authority

The committee has direct access to the external auditor and has authority to seek information from relevant officers and employees of the company. The committee has the authority to consult, at the company's expense, any independent professional advisor it considers appropriate.

Meetings

The committee must meet three times a year for the purpose of: -

- reviewing the audit scope for the year and approve the annual letter of engagement of the external auditor;
- review, with the external auditor in attendance, the half-year financial report and the auditor's accompanying review; and
- review, with the external auditor in attendance, the annual financial report and the accompanying audit report;

The chairman may call additional meetings and is required to call a meeting if so requested by any member of the committee, by the external auditor or by the CEO. A quorum is two committee members. All Board members have the right of attendance at all meetings.

Decisions are by majority vote but the chairman is to report the fact of any dissenting vote to the Board.

Other Attendees

The CEO and CFO as well as other members of senior management may be invited to be present for all or part of the meetings of the Audit Committee, but will not be members of the committee.

Representatives of the external auditors are expected to attend each meeting of the Audit Committee and at least once a year the committee shall meet with the external auditors without any management staff or executives present.

Keeping of minutes and reporting

The company secretary will act as secretary of the committee and will be responsible, in conjunction with the chairman, for drawing up the agenda and circulating it, and for keeping minutes of the meeting and circulating them to committee members and other members of the Board. The minutes are to be tabled at the Board meeting following the Audit Committee meeting along with any recommendations of the committee.

Authority

The Audit Committee is authorised by the Board to investigate any activity within its charter.

The Audit Committee will have access to management and auditors (external and internal) with or without management present and has the right to seek explanations and additional information. It is authorised to seek any information it requires from any employees and all employees are directed to cooperate with any request made by the Audit Committee.

The Audit Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

The Audit Committee is required to make recommendations to the Board on all matters within the Audit Committee's charter.

ATTACHMENT B
RISK MANAGEMENT COMMITTEE CHARTER (PROPOSED)

Constitution

The Risk Management Committee shall be established by resolution of the Board

Membership

The Risk Management Committee shall be appointed by the Board from directors of the company and shall consist of not less than three members with the majority being independent directors.

Directors will be appointed to the Risk Management Committee for a term of three years or such shorter time as they remain in the office of director.

Directors may not serve consecutive terms on the Risk Management Committee.

Company Secretary

The company Secretary shall be the secretary of the Risk Management Committee.

Quorum

A quorum shall be two members.

Reporting procedures

The minutes are to be tabled at the Board meeting following the Risk Management Committee meeting along with any recommendations of the committee.

Duties

The duties of the Risk Management Committee are to provide recommendations to the Board about:

1. assessing the internal processes for determining and managing key risk areas, particularly:
 - a. non-compliance with laws, regulations, standards and best practice guidelines, including environmental and industrial relations laws;
 - b. litigation and claims; and
 - c. relevant business risks other than those that are dealt with by other specific board committees.
2. ensuring that the company has an effective risk management system and that major risks to the company are reported at least annually to the board;
3. receiving from management reports on all suspected and actual frauds, thefts and breaches of laws;
4. evaluating the process the company has in place for assessing and continuously improving internal controls, particularly those related to areas of significant risk;
5. assessing whether management has controls in place for unusual types of transactions and/or any potential transactions that may carry more than an acceptable degree of risk;
6. meeting periodically with key management, internal and external auditors and compliance staff to understand and discuss the company's control environment.

ATTACHMENT C

REMUNERATION COMMITTEE CHARTER (PROPOSED)

Constitution

The Remuneration Committee has been established by resolution of the Board.

Membership

The Remuneration Committee shall be appointed by the Board from among the non-executive directors of the company and shall consist of not less than three members with the majority being independent directors.

Directors will be appointed to the Remuneration Committee for a term of three years or such shorter time as they remain in the office of director. Directors may not serve consecutive terms on the Remuneration Committee.

Chairman

The Remuneration Committee shall appoint an independent director as the chairman of the committee.

Secretary

The company secretary shall be the secretary of the Remuneration Committee.

Quorum

A quorum shall be two members.

Meeting frequency

Remuneration Committee meetings will be held not less than once a year to enable the committee to undertake its role effectively.

Authority

The Remuneration Committee is authorised by the Board to investigate any activity within its charter. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the remuneration committee.

The Remuneration Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise at meetings of the Remuneration Committee if it considers this necessary.

The Remuneration Committee is required to make recommendations to the Board on all matters within the Remuneration Committee's charter.

Reporting procedures

The Secretary shall circulate the minutes of the meetings of the Remuneration Committee to all members of the committee for comment and change before being signed by the chairman of the committee and circulated to the Board with the Board papers for the next Board meeting. The minutes are to be tabled at the Board meeting following the remuneration committee meeting along with any recommendations of the Remuneration Committee.

Duties

The duties of the Remuneration Committee are to:

1. assist the Board in fulfilling its responsibilities in respect of establishing appropriate remuneration levels and policies including incentive policies for directors and senior executives;
2. assess the market to ensure that senior executives are being rewarded commensurate with their responsibilities;
3. obtain the best possible advice in establishing salary levels;
4. set policies for senior executives' remuneration;
5. review the salary levels of the Directors, Chief Executive Officer and Chief Financial Officer and make recommendations to the Board on any proposed increases;
6. review recommendations from the CEO relating to proposed merit increases for direct reports;
7. propose, for full Board approval, the terms and conditions of employment for the CEO;
8. undertake a review, which will be reported to and confirmed by the full Board, of the CEO's performance, at least annually, including setting with the CEO goals for the coming year and reviewing progress in achieving those goals;
9. set the criteria for negotiating any enterprise bargain agreement;
10. review the company's recruitment, retention and termination policies and procedures for senior management;
11. review and make recommendations to the Board on the company's incentive schemes;
12. review and make recommendations to the Board on the company's superannuation arrangements; and
13. review the remuneration of both executive and non-executive Directors and make recommendations to the Board on any proposed changes.

ATTACHMENT D POTENTIAL RELATED PARTY TRANSACTION (PROPOSED)

In addition to the provisions of paragraph 4.3.2 of the Charter the Board has also resolved that where applications are made by a director or a related party to a director or officer of the company, then the director or officer shall be excluded from the approval process.

Related party for this process means:

1. a spouse or de facto spouse of the director or officer; or
2. a parent, son or daughter of the director or officer or their spouse or de facto spouse; or
3. an entity over which the director or officer or a related party defined in (a) or (b) has a greater than 20% interest.

The company secretary will maintain a Register of Related Party Transactions as well as the Register of Ongoing Conflicts of Interest.

To minimise the risk of a transaction being a related party transaction, the following steps should be taken.

Step 1: Invite expressions of interest and circulate the following tender documentation:

- a. invitation to tender
- b. general conditions of tender
- c. general conditions of contract
- d. special conditions of contract
- e. specifications
- f. response to tender

Step 2: Tenderers should place their tenders in the tender box before the closing date stipulated in the Invitation to Tender. The tender box should be kept secure until opened.

Step 3: Form a Tender Evaluation Committee to review all tenders utilising the selection criteria stipulated in the Invitation to Tender. Tenders should not be assessed solely on the basis of who is cheaper, but on a number of related issues such as:

- open and effective competition;
- value for money;
- enhancing the capabilities of local business and industry;
- environmental protection; and
- ethical behaviour and fair dealing.

Members of the Tender Evaluation Committee should be officers with relevant skills and knowledge appropriate to the value and importance of the work being tendered and be free of any conflict of interest that might undermine the objectivity of the assessment. During the decision process the Tender Evaluation Committee should follow certain steps to ensure that a fair and equitable procedure has been carried out.

Step 4: The Tender Evaluation Committee or a delegated officer should prepare the recommendation. The recommendation should be in writing and contain detailed information so that the selection is fully justifiable.

Step 5: The recommendation should be forwarded to the approving authority, which should be the Board, the CEO or a senior manager acting under delegation. Any person with an interest in either the recommended tenderer or another tenderer should not be present for the discussion of the recommended tenderer and may not vote to approve or disapprove the recommended tenderer.

ENDNOTES