



care[®]

It starts with equal

**CARE Australia
Governance**

Corporate Governance is the system by which an organisation is supervised to ensure that management is fulfilling the organisation's mission and complying with legal and ethical requirements.

Vision: We seek a world of hope, tolerance, and social justice, where poverty has been overcome and all people live with dignity and security.

Mission: CARE works around the globe to save lives, defeat poverty and achieve social justice.

Focus: We put women and girls in the centre because we know that we cannot overcome poverty until all people have equal rights and opportunities.

Organisation: CARE is a global leader within a worldwide movement dedicated to ending poverty. We are known everywhere for our unshakeable commitment to the dignity of people.

CARE Australia is a not for profit Limited by Guarantee Company which provides services in international development assistance and emergency response. CARE Australia is a member of the CARE International Confederation and has the following Vision and Mission:

CARE's mission is to serve individuals and families in the poorest communities in the world. Drawing strength from our global diversity, resources and experience, we promote innovative solutions and are advocates for global responsibility. We facilitate lasting change by:

- Strengthening capacity for self-help.
- Providing economic opportunity.
- Delivering relief in emergencies.
- Influencing policy decisions at all levels.
- Addressing discrimination in all its forms.

Guided by the aspirations of local communities, we pursue our mission with both excellence and compassion because the people whom we serve deserve nothing less.

CARE Australia works with communities to address the underlying causes of poverty, helping empower them to increase their income, improve health and education services, raise agricultural production, build appropriate water supply and sanitation systems and address child malnutrition. Our work is performed in cooperation with local partner organisations and government agencies.

Because poverty disproportionately impacts women and girls, CARE is particularly focused on gender equality. We know that supporting women and girls, ensuring their

voices are heard and helping to remove barriers that hold them back, is the best way to bring lasting change to poor communities.

We undertake a wide range of development and emergency projects, are subject to high standards of accountability to our public and institutional supporters, and experience significant operational challenges because of the inherent safety and security difficulties in the countries where we operate. Thus, high standards of governance and management accountability are essential.

Governing Rules

The governing rules for the organisation are provided by the Australian Corporations Act and the Company's Constitution. This governance document provides further details on rules and procedures. Where there is any inconsistency between this document and the Constitution, the latter prevails.

The Constitution covers:

- Membership;
- General Meetings;
- Proceedings at General Meetings;
- Advisory Council
- Directors;
- Remuneration and expenses;
- Conflict of interest and vacation of office;
- Powers and duties of Directors;
- Proceedings of Directors;
- Chief Executive;
- Secretary;
- Inspection of records;
- Service of documents;
- Indemnity and insurance;
- Winding up; and
- Accounts..

Under Section 11.6 of the Constitution, the Board may delegate any of their powers to a Committee consisting of such members of the Board and other people the Board thinks fit. All Board Committees must conform to any regulations imposed by the Board. The Board has formed the following Committees:

Executive (to act on behalf of the Board between meetings),

International Program and Operations Committee,

Finance and Audit Committee,

Fundraising and Communications Committee,

People Committee,

Committee for Transformational Change in CARE International and □ Governance and Nominations Committee.

All of the committees have an appointed Chairperson and act within the Charters which are given in the Annexures.

Under Section 7 of the Constitution the Board may set up an Advisory Council for the purposes of providing guidance and advice to the Directors.

A copy of the Constitution is available from the Company Secretary.

Accountability

Accountability is an important element of corporate governance. In addition to accountability to the Australian Securities and Investments Commission (ASIC) under the Corporations Act 2001, the organisation must observe relevant employment, health and safety, and other laws. A particular requirement is the need to comply with the provisions of various fundraising laws of which the Charitable Fundraising Act 1991 (NSW) is considered the most rigorous and thus it is used as a general benchmark. Four States (NSW, Qld, SA and WA) require registration of charities or fundraising organisations and the submission or availability of the specified audited financial statements.

CARE Australia is a member of the Australian Council for International Development (ACFID). As such we are bound to adhere to its Code of Conduct. As a member of ACFID and a signatory to its Code of Conduct, we are required to submit a Compliance Self Assessment against the Code by the end of November each year.

As a member of CARE International, we are bound by the CI Code and statutes. This requires that we apply funds only for “the purpose of helping combat hunger, sickness and poverty, to provide emergency relief and to contribute to ecologically sustainable, social and economic development in developing countries and other geographical areas

of need”¹. The CARE International Statutes and Code are available from the Company Secretary.

The organisation is also accountable to other stakeholders who have a strong interest in the outcomes of the humanitarian aid and emergency relief provided by the organisation. These stakeholders include:

Australian Public (source of donations);

Australian Government principally through AusAID;

Other Governments (either directly or through other CARE International members);

Multilateral Agencies including the UN, World Bank and European Commission;

Commercial organisations (including those providing goods and services and those contracting CARE Australia as consultants);

Civil society partners/organisations in the countries in which we work; □ Humanitarian aid beneficiaries; and □ CARE Australia’s Staff.

Board of Directors

An effective Board understands its role and responsibilities, has in place appropriate corporate governance structures, and therefore, ensures that it is well informed by management with whom it has an open and frank relationship.

The most important functions of the Board are to:

Ensure compliance with relevant laws, codes of conduct and ethical standards;

Approve and monitor performance against strategic and operational plans and budgets;

Appoint and monitor the performance of the Chief Executive, and through him/her the performance of senior management; and

Ensure appropriate succession arrangements are in place for the Board itself and the CEO.

The number of Directors is not fixed, but is determined by the Board when appointments are being considered to ensure that the necessary skills and experience are available. The Board only comprises non-executive directors.

The range of skills and experience required by the Board covers strategic planning, governance, program development and monitoring, finance and audit, fundraising and human resources management functions.

¹ Article 9 (iv) of the CARE International Statutes.

Criteria for the appointment of Board Members include:

Status and respect in the Australian community;

Capacity to participate in corporate decision-making at the highest level;

A strong commitment to humanitarian work in the developing world;

Willingness to work on a voluntary basis; and

A sound knowledge of Directors' responsibilities under Australian Corporations Act.

The Governance and Nominations Committee reviews Board membership as necessary to ensure that the Board continues to operate effectively. In conducting its reviews the

Committee may consult other members of the Board or other advisors to assist in the process.

Appointments to and retirements from the Board are made in accordance with section 8 of the Constitution.

Board Conflict of Interest Policy

An issue or a transaction involving Board members and member-related entities may occur in the ordinary course of CARE Australia's business. A standing agenda item at all Board meetings is the declaration of conflicts of interest. Where any member has a material personal interest in a transaction or issue to be considered at a Board meeting, that member will not be present while the transaction or issue is being considered, and will not vote upon the transaction or issue.

Chief Executive

The Board is responsible for the appointment of the Chief Executive and the Board delegates to the Chief Executive all aspects of the operations and administration of the organisation subject to the decisions and directions of the Board.

The Board determines the compensation (remuneration package) of the Chief Executive who does not take part in the review of his/her own remuneration.

The Chief Executive determines the compensation for executives and other staff.

List of Annexures:

Annex A – Executive Committee Charter

Annex B – International Program and Operations Committee Charter

Annex C – Finance and Audit Committee Charter

Annex D – Fundraising and Communications Committee Charter

Annex E – People Committee Charter

Annex F – Governance and Nominations Committee Charter

Annex G – Committee for Transformational Change in CARE International Charter

Annex H - Managing Significant Business Risks

EXECUTIVE COMMITTEE CHARTER

APPROVED BY THE BOARD 28TH JUNE 2013

1. Objectives and Role

The purpose of the Executive Committee ("the Committee") of the Board of CARE Australia is to assist the Board in its governance role with respect to acting on its behalf between meetings of the Board.

Committee Members should be aware of actual or potential conflicts of interest and ensure that they are disclosed at the commencement of each meeting or otherwise in accordance with the Conflicts of Interest Policy.

2. Duties and Responsibilities

The Executive Committee exercises all powers of the Board between meetings of the Board, provided it takes no action in contravention of a decision of the Board. In substantive matters the Committee utilises as far as possible, all practical means of consulting the full membership of the Board.

3. Membership and Attendance

The Committee will comprise the following office bearers: the Chair, the Vice Chair, the Treasurer, the Chair of the Fundraising and Communications Committee, the Chair of the International Operations and Programs Committee and the Chair of the People Committee.

The Chief Executive is responsible for providing secretarial support to the Committee.

Committee Members who are not non-Executive Directors will be appointed on terms determined by the Board.

An invitation may be extended to the Chief Executive, and any other persons the Committee sees fit to attend for part or all of the meeting. The Committee is entitled to meet without any or all of these persons.

Meetings of the Executive Committee are called by the Chairperson at his/her discretion, or on the request of two Members of the Executive Committee.

4. Meetings

A quorum is three Committee Members, including the Chairperson.

Questions arising at any meeting shall be determined by a majority of votes of the Committee Members present, and in the case of an equality of votes the Committee Chair shall have a second or casting vote.

Meetings, unless varied by the Chair, will be held not less than three times each year.

5. Authority

The Executive Committee exercises all powers of the Board between meetings of the Board, provided it takes no action in contravention of a decision of the Board.

In substantive matters the Committee utilises as far as possible, all practical means of consulting the full membership of the Board.

The Committee is authorised by the Board to seek any information it requires from any Board Member, executive or employee, and all employees are directed to cooperate with any request made by the Committee. Generally any such requests of employees will be made through the Chief Executive.

6. Reporting Procedures

The Committee Secretary will be the Chief Executive and is responsible for:

- preparing and circulating the agenda and meeting papers,
- drafting and circulating the minutes, and retaining a permanent Minute Book of all minutes,
- in conjunction with the Chief Executive, carrying out any instructions of the
- Committee, and giving practical effect to the Committee's decisions, and
- ensuring the Annual Report includes a statement describing the responsibilities and activities of the Committee.

The Committee Chair will report to the Board on all significant matters relevant to its role and responsibilities at the first opportunity after each Committee meeting.

INTERNATIONAL PROGRAM AND OPERATIONS COMMITTEE CHARTER

APPROVED BY THE BOARD 19TH OCTOBER 2012

1. Objectives and Role

The purpose of the Program and Operations Committee ("the Committee") of the Board of CARE Australia is to assist the Board in its governance role with respect to CARE Australia's program and operations, in particular:

the quality and effectiveness of CARE Australia's programs and operations; risk management associated with CARE Australia's programs and operations; safety and security of staff and operations.

The Committee has the following roles:

To act as an independent and objective forum to review the program and operations information prepared by management including information for use by the Board in determining policies related to programs and operations.

To monitor and advise the Board on:

- program strategy;
- program and operations policies;
- quality assurance and risk management;
- relationships with AusAID and the Australian government; safety and security.

Committee Members should be aware of actual or potential conflicts of interest and ensure that they are disclosed at the commencement of each meeting or otherwise in accordance with the Conflicts of Interest Policy.

2. Duties and Responsibilities

a) Program Strategy

The Committee will review, make recommendations upon and propose to the Board overall strategy developed by management related to CARE Australia's programs and operations.

b) Program and Operations Policies

The Committee will review, make recommendations upon and propose to the Board policies developed by management that are required for the quality, effectiveness and efficiency of CARE Australia's programs and operations.

c) Quality Assurance and Risk Management

The Committee will:

- receive and review periodic reports on the operations of Country Offices managed on behalf of CI by CARE Australia;
- monitor program performance in countries where Country Offices are managed on behalf of CI by CARE Australia and on projects undertaken by CARE Australia in other countries;
- be alerted to potential issues or causes for concern in projects or operations that present significant risk or liability to CARE Australia and review management responses;
- review and recommend systems and approaches proposed by management to promote the effectiveness of programs and operations, in particular related to monitoring, evaluation and transparency;
- review and highlight cases of success of possible interest to the Board, development community and broader public and which can be used for advocacy or fundraising purposes;
- receive and review a sample of major reports at various stages of the project cycle.

d) Monitor and Develop Relationships with AusAID and the Australian Government

The Committee will:

receive and review periodic reports on developments within the Australian government aid program and make recommendations to management on effective engagement with the Australian aid program;

participate in high level representation to the Australian government as required to support CARE Australia's activities.

e) Monitor Management of Safety and Security

The Committee will:

receive and review periodic reports on matters affecting the safety and security of staff and operations and safety and security incidents;

review and recommend policies on safety and security as proposed by management to the Board.

f) Other

Review and update the Committee's Charter at least every 2 years for consideration and approval by the Board.

On a regular basis, ideally annually, the Committee will assess its performance in consultation with the Board to determine whether it is functioning effectively and meeting the requirements of its Charter.

Consider other matters requested by the Board.

3. Membership and Attendance

The Committee will comprise at least three non-executive Directors. The Board will appoint the members including the Committee Chairman. The Chairman of the Committee will not be the Chairman of the Board. Where necessary, to complement the skills of the Committee, the Board may appoint Committee Members that are not nonexecutive Directors however the Committee must always comprise a majority of nonexecutive Directors.

Each member of the Committee must be independent. At least one member of the Committee will have experience in the international aid and development sector.

Whilst there is no fixed appointment term the Board will review the composition of the Committee at the Board meeting following each Annual General Meeting (or at other times if required) to ensure an appropriate balance of the benefits of continuity and new members. A Committee Member who is a Director will cease to be a Committee Member upon ceasing to be a Director.

The Principal Executive of International Programs is responsible for providing secretarial support to the Committee.

Committee Members who are not non-Executive Directors will be appointed on terms determined by the Board.

An invitation may be extended to the Chief Executive Officer, the Principal Executives

International Operations and International Programs, and any other persons the Committee sees fit to attend for part or all of the meeting. The Committee is entitled to meet without any or all of these persons.

All Board members have a standing invitation to attend the Committee meetings.

4. Meetings

A quorum is two Committee Members.

If at any meeting the Committee Chair is not present within five minutes after the time appointed for the meeting, the Committee Members present may choose a Committee Member to be chair of the meeting until the Committee Chair is present.

Questions arising at any meeting shall be determined by a majority of votes of the Committee Members present, and in the case of an equality of votes the Committee Chair shall have a second or casting vote.

Meetings, unless varied by the Board, will be held not less than three times each year.

5. Authority

Unless delegated by the Board, the Program and Operations Committee does not have any executive powers and instead makes recommendations as appropriate to the Board. The delegation of various functions to the Program and Operations Committee does not relieve the Board of its duties and responsibilities but merely assists it in carrying out these responsibilities.

The Committee is authorised by the Board to seek any information it requires from any Board Member, executive or employee, and all employees are directed to cooperate with any request made by the Committee. Generally any such requests of employees will be made through the Chief Executive Officer or Principal Executives of International Operations or International Programs. The Committee is authorised to investigate any activity within its terms of reference.

The Committee in consultation with the Chairman of the Board is authorised to commission outside professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary. The members of the Board will be advised in advance of such advice being commissioned.

6. Reporting Procedures

The Committee Secretary will be the Principal Executive International Programs and is responsible for:

- preparing and circulating the agenda and meeting papers,

- drafting and circulating the minutes, and retaining a permanent Minute Book of all minutes,
- in conjunction with the Chief Executive Officer, carrying out any instructions of the Committee, and giving practical effect to the Committee's decisions, and
- ensuring the Annual Report includes a statement describing the responsibilities and activities of the Committee.
- The Committee Chair will report to the Board on all significant matters relevant to its role and responsibilities at the first opportunity after each Committee meeting.

FINANCE AND AUDIT COMMITTEE CHARTER

APPROVED BY THE BOARD ON 22ND JUNE 2012

1. Objectives and Role

The purpose of the Finance and Audit Committee ("the Committee") of the Board of CARE Australia is to assist the Board in its governance role and in particular, fulfilling its statutory and fiduciary duties relating to:

- the internal control and risk management framework;
- compliance with legal and contractual obligations, regulations and internal policies;
- accounting, financial management and reporting practices; and investment strategy.

The Committee will have the following roles:

- To act as an independent and objective forum to review the financial information prepared by management including information for use by the Board in determining policies or for inclusion in the annual financial statements.
- To monitor and advise the Board on:
 - the adequacy of the risk management framework;
 - the adequacy of the financial, administrative and operating controls;
 - recommended accounting and financial policies;
 - the independence and effectiveness of audit and the results of the audits and reviews conducted by the auditors; and
 - investment strategy and performance

Committee Members should be aware of actual or potential conflicts of interest and ensure that they are disclosed at the commencement of each meeting or otherwise in accordance with the Conflicts of Interest Policy.

2. Duties and Responsibilities g) Risk Management

- Assess and monitor the internal processes for identifying and managing key risk areas, including the adequacy of risk management systems and risk management practices (including around fraud and theft);
- Assess whether the organisation has an effective risk management system and that significant or material risks are reported to the Board;
- Assess the effectiveness of the organisation's Code of Ethical Conduct;
- Assess the adequacy of insurance cover and make recommendations to the Board.

h) Compliance

Monitor management's framework and processes for compliance with laws, regulations, legal obligations, standards and internal codes of conduct including:

- Applicable fundraising legislation
- Occupational health & safety requirements
- Corporations Act
- Other requirements, including relevant Australian Standards and Standards Australia guidelines
- Monitor management's prompt and appropriate rectification of any deficiencies or breakdowns identified;
- Evaluate the process in place for the prompt reporting to the Committee Chairman and Board Chairman of any issue of significant non-compliance or litigation.

i) Financial Control and Reporting

- Consider and recommend to the Board appropriate financial and accounting policies.
- Review management accounts, including annual budgets and make recommendations to the Board.
- Do and perform any other acts, matters and things in connection with or relative to financial management and audit matters within defined limits and powers delegated by the Board.
- Examine the Annual Financial Report and the Concise Financial Report before submission to the Board, focusing particularly on:

- any changes in accounting policies and practices
 - major judgmental areas (e.g. accruals, provisions or estimates which significantly affect the financial statements)
 - significant adjustments resulting from the audit
 - compliance with accounting standards
 - compliance with Government and legal requirements
 - disclosure of matters such as related party transactions
- Review any report of management that accompanies published financial statements (to the extent that such a report discusses the financial position or operating results) for consistency of disclosure with the financial statements themselves before approval by the Board.
 - Assess that the internal financial control systems are adequate and functioning effectively.
 - Review with management, the auditors and legal counsel (as appropriate), any litigation, claim or other contingency which may have a material effect upon the financial position or operating results and the manner in which these matters have been disclosed in the financial statements.
 - Assess adherence to any other statutory reporting requirements.

j) Independent Review of Internal Policies, Procedures and Controls

Review the need from time to time for an independent review of any aspect of company policies, procedures and internal controls, and where required, to oversee the implementation and results of any independent review.

k) External Audit of Statutory Financial Report

l) Make recommendations on the appointment and removal of the external auditors.

Consider and approve the audit fee and monitor the performance of the external auditor

Agree with the external auditor before the audit commences each year the annual audit plan.

Discuss the results and significant findings arising from the audit Review the auditor's management letter and the response of management.

Seek confirmation of the independence of the external auditor and periodically review any other services planned or provided by the external auditor with any likely effect on their independence..

Review the external auditor's report on the statutory financial report.

At least once a year provide the opportunity for the Committee to meet with the external auditor without management personnel being present.

m) Investments

Recommend, after appropriate consideration and advice from the Company's investment advisers, an appropriate investment strategy for the Company's investment portfolio, and review and recommend to the Board any changes to that strategy at least annually.

Review any recommendations for changes to the investment portfolio and approve or recommend for approval in accordance with Board financial delegations.

Evaluate the performance of the company's external investment advisers i and recommend their reappointment or replacement..

Monitor and report to the Board on the financial performance of investments.

n) Other

Review and update the Committee's Charter at least every 2 years for consideration and approval by the Board.

On a regular basis, ideally annually the Committee will assess its performance in consultation with the Board to determine whether it is functioning effectively and meeting the requirements of its Charter.

Consider other matters requested by the Board.

3. Membership and Attendance

- The Committee will comprise at least three non-executive Directors. The Board will appoint the members including the Committee Chairman. The Chairman of the Committee will not be the Chairman of the Board. Where

necessary, to complement the skills of the Committee, the Board may appoint Committee Members that are not nonexecutive Directors however the Committee must always comprise a majority of nonexecutive Directors.

- Each member of the Committee must be independent and financially literate. At least one member of the Committee will be a qualified accountant holding a current accounting qualification (CA or CPA)
- Whilst there is no fixed appointment term the Board will review the composition of the Committee at the Board meeting following each Annual General Meeting (or at other times if required) to ensure an appropriate balance of the benefits of continuity and new members. A Committee Member who is a Director will cease to be a Committee Member upon ceasing to be a Director.
- The Principal Executive Corporate Services is responsible for providing secretarial support to the Committee.
- Committee Members who are not non-Executive Directors will be appointed on terms determined by the Board.
- An invitation may be extended to the Chief Executive Officer, the Principal Executive Corporate Services, representatives of the auditors, representatives of the investment advisers, and any other persons the Committee sees fit to attend for part or all of the meeting. The Committee shall be entitled to meet without any or all of these persons.
- All Board members have a standing invitation to attend the Committee meetings.

4. Meetings

- A quorum shall be two Committee Members.
- If at any meeting the Committee Chair shall not be present within five minutes after the time appointed for the meeting, the Committee Members present may choose a Committee Member to be chair of the meeting until the Committee Chair is present.
- Questions arising at any meeting shall be determined by a majority of votes of the Committee Members present, and in the case of an equality of votes the Committee Chair shall have a second or casting vote.
- Meetings shall, unless varied by the Board, be held not less than four times each year.

5. Authority

Unless delegated by the Board, the Finance and Audit Committee does not have any executive powers and instead makes recommendations as appropriate to the Board. The delegation of various functions to the Finance and Audit Committee does not relieve the Board of its duties and responsibilities but merely assists it in carrying out these responsibilities.

- The Committee, is authorised by the Board to seek any information it requires from any Board Member, executive or employee, the auditors, external investment advisers, and all employees are directed to cooperate with any request made by the Committee. Generally any such requests of employees will be made through the Chief Executive Officer or Principal Executive Corporate Services. The Committee is authorised to investigate any activity within its terms of reference.
- The Committee in consultation with the Chairman of the Board is authorised to commission 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 members of the Board shall be advised in advance of such advice being commissioned.

6. Reporting Procedures

The Committee Secretary is responsible for:

- preparing and circulating the agenda and meeting papers,
- drafting and circulating the minutes, and retaining a permanent Minute Book of all signed minutes,
- in conjunction with the Chief Executive Officer, carrying out any instructions of the Committee, and giving practical effect to the Committee's decisions, and
- ensuring the Annual Report includes a statement describing the responsibilities and activities of the Committee.

The Committee Chair will report to the Board on all significant matters relevant to its role and responsibilities at the first opportunity after each Committee meeting.

FUNDRAISING AND COMMUNICATIONS COMMITTEE CHARTER

APPROVED BY THE BOARD 19TH OCTOBER 2012

1. Objectives and Role

The purpose of the Fundraising and Communications Committee ("the Committee") of the Board of CARE Australia is to assist the Board in its governance and support role with respect to CARE Australia's fundraising, communications and outreach operations, in particular:

- the quality, effectiveness and financial performance of CARE Australia's fundraising, communications and outreach operations;
- risk management associated with CARE Australia's fundraising, communications and outreach approaches to the Australian public;
- The positive profile building of the CARE Australia brand.

The Committee has the following roles:

- To act as an independent and objective forum to review Fundraising and Communications strategies, budgets and performance reporting prepared by management in order to present budget recommendations to the Finance and Audit Committee of the Board and for use by the Board in determining policies related to fundraising, communications and outreach operations.
- To monitor and advise the Board on:
 - Fundraising and Brand growth and investment strategies
 - Financial performance tracking of Fundraising, Communications and outreach operations
 - Policies relating to the operations of the Marketing and
 - Communications Department
 - Policies and approaches relating to engaging the Australian public

- To assist management in undertaking fundraising activities through the provision of advice, resources, networking opportunities or direct participation.
- To assist management in promoting CARE Australia's mission, brand and work through the provision of advice, networking opportunities, facilitated media exposure and direct participation through events and campaigns.

2. Duties and Responsibilities

o) Fundraising and Brand Growth Strategy

The Committee will review, make recommendations upon and propose to the Board overall strategy developed by management related to growing CARE Australia's brand, fundraising, and outreach.

p) Monitoring Financial Performance

The Committee will receive and review periodic reports prepared by management relating to the financial performance of fundraising, communications and outreach operations.

The Committee will monitor financial performance in the context of Board endorsed budgets and where applicable make budgetary recommendations to the Finance and Audit Committee of the Board

q) Fundraising, Communications and Outreach Policies

The Committee will review, make recommendations upon and propose to the Board policies developed by management that are required for the quality, effectiveness and strong financial performance of CARE Australia's fundraising, communications and outreach operations.

Quality Assurance and Risk Management

The Committee will:

- receive and review periodic reports on the progress and performance of solus fundraising, communications and outreach campaigns
- be alerted to potential issues or causes for concern in campaigns or operations that present significant risk or liability to CARE Australia and review management responses;
- review and recommend systems and approaches proposed by management to promote the effectiveness of operations

- review and highlight cases of success of possible interest to the Board
- receive and review a sample of reports at various stages of the cycle for major campaigns or areas of high financial investment

Support in Enhancing Brand and Fundraising Operations

The Committee will:

- Review and provide feedback on strategy and evaluation pertaining to fundraising and brand building campaigns;
- participate in high level representation at supporter or ambassador events, functions and meetings where applicable
- Will participate directly in fundraising campaigns where appropriate and support management by leveraging from networks and resources at their disposal to help enhance fundraising operations and brand exposure.

t) Other

Review and update the Committee's Charter at least every 2 years for consideration and approval by the Board.

On a regular basis, ideally annually, the Committee will assess its performance in consultation with the Board to determine whether it is functioning effectively and meeting the requirements of its Charter.

Consider other matters requested by the Board.

3. Membership and Attendance

- The Committee will comprise at least three non-executive Directors. The Board will appoint the members including the Committee Chairman. The Chairman of the Committee will not be the Chairman of the Board. Where necessary, to complement the skills of the Committee, the Board may appoint Committee Members that are not non-executive Directors however the Committee must always comprise a majority of non-executive Directors.
- Each member of the Committee must be independent. At least one member of the Committee will have experience marketing, sales or communications.
- Whilst there is no fixed appointment term the Board will review the composition of the Committee at the Board meeting following each Annual General Meeting (or at other times if required) to ensure an appropriate balance of the benefits of continuity and new members. A Committee Member who is a Director will cease to be a Committee Member upon ceasing to be a Director.

- The Principal Executive of Marketing and Communications is responsible for providing secretarial support to the Committee.
- Committee Members who are not non-Executive Directors will be appointed on terms determined by the Board.
- An invitation may be extended to the Chief Executive Officer, the Principal Executive of Marketing and Communications, and any other persons the Committee sees fit to attend for part or all of the meeting. The Committee is entitled to meet without any or all of these persons.
- All Board members have a standing invitation to attend the Committee meetings.

4. Meetings

- A quorum is two Committee Members.
- If at any meeting the Committee Chair is not present within five minutes after the time appointed for the meeting, the Committee Members present may choose a Committee Member to be chair of the meeting until the Committee Chair is present.
- Questions arising at any meeting shall be determined by a majority of votes of the Committee Members present, and in the case of an equality of votes the Committee Chair shall have a second or casting vote.
- Meetings, unless varied by the Board, will be held not less than three times each year.

5. Authority

- Unless delegated by the Board, the Fundraising and Communications Committee does not have any executive powers and instead makes recommendations as appropriate to the Board. The delegation of various functions to the Fundraising and Communications Committee does not relieve the Board of its duties and responsibilities but merely assists it in carrying out these responsibilities.
- The Committee is authorised by the Board to seek any information it requires from any Board Member, executive or employee, and all employees are directed to cooperate with any request made by the Committee. Generally any such requests of employees will be made through the Chief Executive Officer or Principal Executives of Marketing and Communications. The Committee is authorised to investigate any activity within its terms of reference.
- The Committee in consultation with the Chairman of the Board is authorised to commission outside professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

The members of the Board will be advised in advance of such advice being commissioned.

6. Reporting Procedures

- The Committee Secretary will be the Principal Executive Marketing and Communications and is responsible for:
 - preparing and circulating the agenda and meeting papers,
 - drafting and circulating the minutes, and retaining a permanent Minute Book of all minutes,
 - in conjunction with the Chief Executive Officer, carrying out any instructions of the Committee, and giving practical effect to the Committee's decisions, and
 - ensuring the Annual Report includes a statement describing the responsibilities and activities of the Committee.
- The Committee Chair will report to the Board on all significant matters relevant to its role and responsibilities at the first opportunity after each Committee meeting

PEOPLE COMMITTEE CHARTER

APPROVED BY THE BOARD 18TH OCTOBER 2013

1. Objectives and Role

The primary responsibilities of the People Committee are to assist the Board in its governance role of ensuring that the organisation operates effectively, efficiently, ethically and legally by monitoring and/or assessing:

- The appropriateness of CARE's remuneration policies and practices and of changes proposed to them by management;
- The degree of compliance with statutory and regulatory requirements with particular reference to industrial relations and health and safety requirements; and Progress against the organisation's People Strategy.

Committee Members should be aware of actual or potential conflicts of interest and ensure that they are disclosed at the commencement of each meeting.

2. Membership and Attendance

- The Committee will comprise at least three non-executive Directors. The Board will appoint the members including the Committee Chairman. The Chairman of the Committee will not be the Chairman of the Board. Where necessary, to complement the skills of the Committee, the Board may appoint Committee Members that are not nonexecutive Directors however the Committee must always comprise a majority of nonexecutive Directors.
- Whilst there is no fixed appointment term the Board will review the composition of the Committee at the Board meeting following each Annual General Meeting (or at other times if required) to ensure an appropriate balance of the benefits of continuity and new members. A Committee Member who is a Director will cease to be a Committee Member upon ceasing to be a Director.
- The Principal Executive Corporate Services is responsible for providing secretarial support to the Committee.
- Committee Members who are not non-Executive Directors will be appointed on terms determined by the Board.
- An invitation may be extended to the Chief Executive Officer, the Principal Executive Corporate Services, and any other persons the Committee sees fit to

attend for part or all of the meeting. The Committee shall be entitled to meet without any or all of these persons.

- All Board members have a standing invitation to attend the Committee meetings.

3. Meetings

- A quorum shall be two Committee Members.
- If at any meeting the Committee Chair is not present within five minutes after the time appointed for the meeting, the Committee Members present may choose a Committee Member to be chair of the meeting until the Committee Chair is present.
- Questions arising at any meeting shall be determined by a majority of votes of the Committee Members present, and in the case of an equality of votes the Committee Chair shall have a second or casting vote.
- Meetings shall, unless varied by the Board, be held not less than three times each year, one of which will be conducted in person with the remainder being conducted via telephone conference.

4. Authority

Unless delegated by the Board, the People Committee does not have any executive powers and instead makes recommendations as appropriate to the Board. The delegation of various functions to the People Committee does not relieve the Board of its duties and responsibilities but merely assists it in carrying out these responsibilities.

- The Committee, is authorised by the Board to seek any information it requires from any Board Member, executive or employee and all employees are directed to cooperate with any request made by the Committee. Generally any such requests of employees will be made through the Chief Executive Officer or Principal Executive Corporate Services. The Committee is authorised to investigate any activity within its terms of reference.
- The Committee in consultation with the Chairman of the Board is authorised to commission 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 members of the Board shall be advised in advance of such advice being commissioned.

5. Reporting Procedures

- The Committee Secretary is responsible for:
 - preparing and circulating the agenda and meeting papers,
 - drafting and circulating the minutes, and retaining a permanent Minute Book of all signed minutes,

- in conjunction with the Chief Executive Officer, carrying out any instructions of the Committee, and giving practical effect to the Committee's decisions, and
 - ensuring the Annual Report includes a statement describing the responsibilities and activities of the Committee.
- The Committee Chair will report to the Board on all significant matters relevant to its role and responsibilities at the first opportunity after each Committee meeting.

GOVERNANCE AND NOMINATIONS COMMITTEE CHARTER

APPROVED BY THE BOARD 7TH MARCH 2013

1. Objectives and Role

The purpose of the Governance and Nominations Committee ("the Committee") of the Board of CARE Australia is to assist the Board in its governance role.

The Committee has the following roles:

- To review the composition of the Board to ensure that it contains the necessary mix of skills and experience;
- To review the overall performance of the Board and its committees and recommend any necessary actions to improve performance; and
- To consider and plan succession of Directors in key positions and of the Board membership generally.

Committee Members should be aware of actual or potential conflicts of interest and ensure that they are disclosed at the commencement of each meeting or otherwise in accordance with the Conflicts of Interest Policy.

2. Membership and Attendance

- The Committee will comprise at least three non-executive Directors. The Board will appoint the members including the Committee Chairman.
- Each member of the Committee must be independent.
- Whilst there is no fixed appointment term the Board will review the composition of the Committee at the Board meeting following each Annual General Meeting (or at other times if required) to ensure an appropriate balance of the benefits of continuity and new members. A Committee Member who is a Director will cease to be a Committee Member upon ceasing to be a Director.
- The Chief Executive Officer is responsible for providing secretarial support to the Committee.

- An invitation may be extended to the Chief Executive Officer and any other persons the Committee sees fit to attend for part or all of the meeting. The Committee is entitled to meet without any or all of these persons.

3. Meetings

- A quorum is two Committee Members.

If at any meeting the Committee Chair is not present within five minutes after the time appointed for the meeting, the Committee Members present may choose a Committee Member to be chair of the meeting until the Committee Chair is present.

- Questions arising at any meeting shall be determined by a majority of votes of the Committee Members present, and in the case of an equality of votes the Committee Chair shall have a second or casting vote.
- Meetings will be held as its members consider necessary to fulfil its functions.

4. Authority

- Unless delegated by the Board, the Governance and Nominations Committee does not have any executive powers and instead makes recommendations as appropriate to the Board.
- The Committee, is authorised by the Board to seek any information it requires from any Board Member, executive or employee, the auditors, external investment advisers, and all employees are directed to cooperate with any request made by the Committee.
- The Committee in consultation with the Chairman of the Board is authorised to commission 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 members of the Board will be advised in advance of such advice being commissioned.

5. Reporting Procedures

- The Committee Secretary is responsible for:
 - preparing and circulating the agenda and meeting papers,
 - drafting and circulating the minutes, and retaining a permanent Minute Book of all signed minutes,
 - carrying out any instructions of the Committee, and giving practical effect to the Committee's decisions, and
 - ensuring the Annual Report includes a statement describing the responsibilities and activities of the Committee.
- The Committee Chair will report to the Board on all significant matters relevant to its role and responsibilities at the first opportunity after each Committee meeting.

COMMITTEE FOR TRANSFORMATIONAL CHANGE IN CARE INTERNATIONAL CHARTER

APPROVED BY THE BOARD 7TH MARCH 2013

1. Objectives and Role

The purpose of the Committee for Transformational Change in CARE International ("the Committee") of the Board of CARE Australia is to assist the Board in its governance role.

The Committee has the following roles:

- to provide advice and guidance to the Board and management in respect to CARE
- International transition planning, and implications for CARE Australia;
- to provide high level oversight on the transition process at both the CARE International and CARE Australia level
- where necessary provide Board oversight of a CARE Australia transition plan aligned to the work being undertaken at the CARE International level

2. Membership and Attendance

- The Committee will comprise at least three non-executive Directors. The Board will appoint the members including the Committee Chairman.
- Whilst there is no fixed appointment term the Board will review the composition of the Committee at the Board meeting following each Annual General Meeting (or at other times if required) to ensure an appropriate balance of the benefits of continuity and new members. A Committee Member who is a Director will cease to be a Committee Member upon ceasing to be a Director.
- The Chief Executive Officer is responsible for providing secretarial support to the Committee.

- An invitation may be extended to the Chief Executive Officer and any other persons the Committee sees fit to attend for part or all of the meeting. The Committee is entitled to meet without any or all of these persons.

3. Meetings

- A quorum is two Committee Members.

If at any meeting the Committee Chair is not present within five minutes after the time appointed for the meeting, the Committee Members present may choose a Committee Member to be chair of the meeting until the Committee Chair is present.

- Questions arising at any meeting shall be determined by a majority of votes of the Committee Members present, and in the case of an equality of votes the Committee Chair shall have a second or casting vote.
- Meetings will be held as its members consider necessary to fulfil its functions.

4. Authority

- Unless delegated by the Board, the Committee does not have any executive powers and instead makes recommendations as appropriate to the Board.
- The Committee, is authorised by the Board to seek any information it requires from any Board Member, executive or employee, the auditors, external investment advisers, and all employees are directed to cooperate with any request made by the Committee.
- The Committee in consultation with the Chairman of the Board is authorised to commission 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 members of the Board will be advised in advance of such advice being commissioned.

5. Reporting Procedures

- The Committee Secretary is responsible for:
 - preparing and circulating the agenda and meeting papers,
 - drafting and circulating the minutes, and retaining a permanent Minute Book of all signed minutes,
 - carrying out any instructions of the Committee, and giving practical effect to the Committee's decisions, and
 - ensuring the Annual Report includes a statement describing the responsibilities and activities of the Committee.
- The Committee Chair will report to the Board on all significant matters relevant to its role and responsibilities at the first opportunity after each Committee meeting.

MANAGING SIGNIFICANT BUSINESS RISKS

CARE Australia is exposed to significant business risks because of the varied, challenging and international nature of its work, and the difficult and sometimes insecure environments in which it works.

The Board is responsible for the oversight of material business risk and is assisted in this role by the Finance and Audit Committee and the International Program and Operations Committee. Management has developed and implemented a risk management framework, underpinned by our Risk Management Policy, whereby material operational, financial and compliance risks are regularly assessed and monitored and managed. An Organisational Risk Management Committee is a standing management committee with members appointed by the

Chief Executive Officer. Membership of the Committee comprises the Principal Executive

Corporate Services, Principal Executive International Programs, Principal Executive

International Operations, Principal Executive Fundraising, Digital and Campaigns, and two

Country Directors. The role of the Committee is to assist the CEO and the Finance and Audit Committee in reviewing CARE Australia's risk management framework, key business risks and mitigation strategies.

CARE Australia is committed to maintaining a culture of honesty and opposition to fraud and corruption and our Fraud and Corruption Control Plan sets out the steps to help ensure this culture is maintained. This plan assists us to understand, prevent, detect, investigate and respond to fraud.

A cornerstone of our risk management framework is our whistleblowers policy, "Tell Us". This protects employees, volunteers and contractors who lodge a complaint or grievance. One of the main purposes of this policy is to provide employees with a supportive work environment in which they feel able to raise issues of legitimate concern to them and to CARE Australia.

Version control:

This document was approved in 2013.

This document was updated in 2017 to reflect the revised Vision and Mission as endorsed for use throughout the CARE International confederation and formally accepted by the CARE Australia Board of Director

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About CARE

CARE works with poor communities in developing countries to end extreme poverty and injustice.

Our long-term aid programs provide food, clean water, basic healthcare and education and create opportunities for people to build a better future for themselves.

We also deliver emergency aid to survivors of natural disasters and conflict, and help people rebuild their lives.

We have 70 years' experience in successfully fighting poverty, and last year we helped change the lives of 72 million people around the world.