



Board Charter

OneVue Holdings Limited

ACN 108 221 870

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All about you

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1. Introduction

Purpose

- 1.1. The Board Charter (Charter) sets out the role and responsibilities of the Board of Directors (Board) and Executive Management of OneVue Holdings Limited (Company) having regard to principles of good corporate governance and applicable laws.
- 1.2. The Board Charter interprets the Constitution and, to the extent of any inconsistency between this Board Charter and the Constitution, the Constitution will prevail.
- 1.3. For the purposes of this Board Charter, "Executive Management" means the Company's Managing Director, Chief Financial Officer and other members of Management.

2. Role & Responsibilities

Role

- 2.1. The role of the Board is to provide leadership and strategic guidance to the Company and its subsidiaries in addition to overseeing Executive Management's implementation of the Company's strategic initiatives. In performing its role, the Board aspires to the highest governance standards of behavior and accountability.

Responsibilities

- 2.2. Without intending to limit the general role of the Board, the specific principal functions and responsibilities of the Board include:
 - (a) approving the Company's strategic direction, objectives and goals;
 - (b) monitoring the implementation of strategy and business performance of the Company;
 - (c) approving the Company's annual budgets/targets and financial statements and monitoring financial performance against forecast and prior periods;
 - (d) ensuring the existence of adequate and appropriate internal control systems and overseeing evidence of compliance with those control systems;
 - (e) ensuring the existence of a robust risk management framework that is consistent with the sector in which the company operates, is aligned with the Board's Risk Appetite Statement and identifies all significant business risks;
 - (f) selecting, appointing and regularly evaluating the performance of external auditors;
 - (g) appointing, monitoring, and where appropriate removing the Managing Director;
 - (h) (st)ablishing and monitoring succession planning for the Board, Managing Director and Executive Management;
 - (i) reviewing and evaluating the performance of the Board and the Managing Director;
 - (j) approving the dividend policy;
 - (k) approving any issue of shares, options, equity instruments or any other securities in the Company including any of its subsidiaries;
 - (l) approving and monitoring the progress of major capital expenditure, capital management, acquisitions and divestitures;
 - (m) approval of any borrowings or indebtedness by the Company including any of its subsidiaries;
 - (n) approving all decisions to buy, sell or lease property;
 - (o) ensuring timely, accurate and effective communication with, and reporting to, shareholders, the market and relevant regulatory bodies;
 - (p) ensuring ongoing compliance with continuous disclosure requirements;
 - (q) overseeing the implementation and operation of an occupational health and safety framework in the Company's workplace; and
 - (r) approving and endorsing major policies of the Company, including ethical standards, codes of conduct, social and environmental responsibilities.

3. Delegation to Executive Management

- 3.1. The Board formally delegates to the Managing Director and Executive Management the powers necessary to conduct the day to day affairs of the Company as set out in Delegations Policy as amended from time to time.
- 3.2. Any matters or transactions outside the delegations of authority must be referred to the appropriate Board or Committee for approval.

4. Board Composition

- 4.1. The Board is responsible for:
 - (a) identifying and evaluating possible future Directors to the Board and significant subsidiaries of the Company;
 - (b) appointing Directors to fill casual vacancies on the Company's Board;
 - (c) making recommendations to the Company's shareholders for the appointment, re-election or removal of Directors noting the requirement of ASX Listing Rule 14 to re-elect Directors (except a Managing Director) beyond the three year term or the third Annual General Meeting after appointment (whichever is the longer); and
 - (d) approving policies for appointments to the Boards of subsidiaries controlled by the Company.
- 4.2. The Board will at all times have at least three Independent Directors in accordance with the Company's Constitution as amended from time to time.
- 4.3. The Board will comprise a majority of Independent Non-Executive Directors, a majority of whom are ordinarily resident in Australia. Their independence will be regularly reviewed.
- 4.4. Collectively, the Board should have a broad range of financial and other skills, experience and knowledge necessary to guide the business of the Company.
- 4.5. The Board will determine and regularly review the composition of the Board having regard to the optimum number and skill mix of Directors, subject to the limits imposed by the Company's Constitution and the terms served by existing Non-Executive Directors.
- 4.6. Non-executive Directors will be engaged through a letter of appointment.

5. Chair

- 5.1. The Board will appoint one of its members to be the Chair in accordance with the Company's Constitution.
- 5.2. The Chair represents the Board to the shareholders and communicates the Board's position.
- 5.3. The Chair must be an Independent Non-Executive Director.
- 5.4. The Chair cannot be the same person as the Managing Director of the Company.

6. Managing Director

- 6.1. As permitted by the Company's Constitution, the Board has delegated to the Managing Director all those powers and authorities required to manage and control the day to day operation of the Company, except those expressly reserved to the Board or its Committees as set out in this Charter.
- 6.2. The Managing Director, with the support of Management, is responsible for implementing the strategy and policies set by the Board.
- 6.3. The Managing Director's responsibilities include:
 - (a) working with the Board to develop the Company's strategic direction, objectives and goals;
 - (b) keeping the Board adequately and timely informed on the activities and operations of the Company.

7. Secretary

- 7.1. The Secretary is appointed and removed by the Board.
- 7.2. The Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board, including: governance matters, agendas, Board papers, Board minutes, communication with regulatory bodies and the Australian Securities Exchange.
- 7.3. All Directors will have direct access to the Secretary and vice versa.

8. Meetings

- 8.1. The Chair of the Board is responsible, in consultation with the Managing Director and Secretary, for the conduct of Board meetings. This includes setting the agendas and ensuring that recommendations align with the broad strategic direction set by the Board.
- 8.2. The Board may invite Executive Management to attend Board meetings for all or part of the meetings and Executive Management are available to be contacted by the Board between meetings.
- 8.3. The Board will regularly meet without Executive Management.
- 8.4. Non-Executive Directors will regularly meet without Executive Directors or Executive Management present.
- 8.5. The Board may resolve matters by way of circulating resolutions where appropriate, which may either be in place of, or in addition to, formal Board meetings.
- 8.6. The Secretary will attend Board meetings and ensure that the meetings are minuted.
- 8.7. The Secretary will distribute Board papers to Directors within a reasonable period in advance of each meeting.

9. Committees

- 9.1. The Board has established the following committees to assist the Board in exercising its authorities and responsibilities:
 - (a) Risk Management and Compliance Committee; and
 - (b) Human Resources Nomination and Remuneration Committee.
- 9.2. The above committees will consist of at least one member of the Board.
- 9.3. The Board may, from time to time, establish ad hoc committees to exercise the delegated authority of the Board.
- 9.4. The Charter of each Board committee will set out matters relevant to the composition, responsibilities and administration of the committee and must be approved by the Board.
- 9.5. Each committee will review its charter at least every two years or as required.
- 9.6. The membership and composition of each committee will be determined by the Board having regard to workload, skills, experience and regulatory requirements.
- 9.7. The Chair of each committee will be determined by the Board.
- 9.8. The Chair of the Board will not be the Chair of the Audit Risk Management and Compliance Committee.

10. Education

- 10.1. New Directors will undergo an induction process in which they are given a full briefing on the Company. This will include meeting with members of the existing Board, Secretary and Executive Management to familiarise themselves with the Company, its procedures and prudential requirements, Board practices and procedures.
- 10.2. To ensure continuing improvement in Board performance, all Directors are encouraged to undergo professional development. On an ongoing basis, and subject to approval of the Chair, Directors may request and undertake training and professional development, as appropriate, at the Company's expense.

11. Director Independence

- 11.1. The Board only considers Directors to be independent where they are independent of Executive Management and free of any business or other relationship that could materially interfere with, or could reasonably be perceived to interfere with, the exercise of their unfettered and independent judgment.
- 11.2. For the purposes of assessing the independence of each Director, the Board has adopted the ASX definition of independence as set out in the ASX corporate governance principles and recommendations as amended from time to time.
- 11.3. The Board assesses independence of Directors upon appointment and annually through an attestation by each Director.

12. Ethical Standards

- 12.1. The Directors are expected to observe the highest standards of ethical behavior.

- 12.2. The Board supports and encourages policies that require Directors and employees to observe high standards of personal integrity and display honesty in their dealings.
- 12.3. All Directors, staff of the Company and its subsidiaries must comply with the Company's Code of Conduct.

13. Conflicts of Interest

- 13.1. Directors are expected to avoid any action, position or interest that conflicts with an interest of the Company and its subsidiaries, or gives the appearance of a conflict.
- 13.2. Directors must declare their interests as required under the Corporations Act, ASX Listing Rules and general law requirements.
- 13.3. A Director that has a material personal interest in a matter that relates to the affairs of the Company and its subsidiaries:
 - (a) must give the other Directors notice of such interest; and
 - (b) must not take part in any discussion and must not vote on the matter at a meeting unless otherwise permitted by other Directors with no relevant material personal interest.
- 13.4. The Secretary will maintain a register of dealings in securities and declarations of interest by Directors and report them to the Board as necessary.
- 13.5. All Directors must abide by the terms of the Company's Share Trading Policy.

14. Access

- 14.1. All Directors have the right of access to all relevant company books and to Executive Management.
- 14.2. Directors and Executive Management have agreed to keep confidential all information received by them in the course of the exercise of their duties.
- 14.3. Directors and Executive Management will not disclose non-public information of the Company except where disclosure is authorised or legally mandated.
- 14.4. The Company's external auditors will have access and be allowed to raise all issues directly with the Board.
- 14.5. Board members are not to be constrained or impeded from disclosing information to the external auditors in accordance with statutory and regulatory requirements and must be available to meet with the external auditors on request after notification to the Chair.

15. Independent Professional Advice

- 15.1. Any Director may take such independent legal, financial or other advice as he or she considers necessary, at the reasonable expense of the Company, on any matter connected with the discharge of his or her responsibilities. Any Director seeking independent advice must first discuss the request with the Chair who will facilitate obtaining such advice. The Chair may determine that any advice received by a Director be circulated to the Board.

16. Board Performance

- 16.1. The Board will undertake ongoing assessment and review of performance of the Board, its committees and individual Directors annually.

17. Charter Review

- 17.1. This Charter will be reviewed regularly and at least every two years or as required by the Board.

18. Variation

- 18.1. The Board may change this Charter by resolution.

19. Disclosure of Charter

19.1. This Policy will be made available, and updated as required, on the Company's website (www.onevue.com.au) in a clearly marked "Corporate Governance" section.



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