

# Board Charter

**Version: 2021, Version 6**

**August 2021**

# 1. Document Control

## 1.1. Purpose

The Board Charter sets out the functions and operations of the Board of Directors of iSelect.

## 1.2. Charter information

Charter contact:	Company Secretary	Charter owner:	Board
Approval date:	19 August 2021	Effective date:	19 August 2021
Review period:	Annual	Next review date:	August 2022

## 1.3. Record keeping requirements

Documents relating to this Policy will be retained for seven years after they have been superseded.

## 1.4. Document history

Version	Date approved	Author	Description
v. 1	7 May 2013	External Legal Counsel	New charter created
v.2	24 August 2015	Board	Update following periodic review
v.3	10 October 2016	Board	Update following periodic review
v.4	7 December 2018	Board	Update following periodic review
v.5	24 August 2020	Board	Update following the 4 <sup>th</sup> Edition Corporate Governance Principles and Recommendations and Amended ASX Listing Rules
v.6	19 August 2021	Board	Update following periodic review

## 1.5. Definitions

Term	Definition
ASX	Means the Australian Securities Exchange.
Board	Means the Board of Directors of iSelect.
Company	Means iSelect.
iSelect	Means iSelect Limited (ACN 124 302 932).

## 1.6. Related documents

iSelect Constitution

## 2. Charter

### 2.1. Introduction

The Board Charter (Charter) outlines the manner in which the Board's constitutional powers and responsibilities will be exercised and discharged, having regard to principles of good governance and applicable laws.

The Charter includes an overview of the roles and responsibilities of the Board, the composition of the Board, the need for independence and other obligations of Directors.

The Board is appointed by shareholders and is accountable to those shareholders for the performance of iSelect.

The primary roles of the Board are to demonstrate leadership, good governance and provide overall strategic guidance and effective oversight of management in implementing iSelect's objectives.

### 2.2. Roles and responsibilities of the Board

The Board's roles and responsibilities include:

- a) defining iSelect's purpose and setting its strategic direction;
- b) approving and overseeing managements implementation of iSelect's strategic objectives, budgets, and business plans;
- c) approving iSelect's values and code of conduct, having regard to the desired culture within iSelect;
- d) approving the setting of, and monitoring progress in achieving the annual measurable objectives for achieving diversity;
- e) challenging management and holding them to account as required;
- f) reviewing operating information to understand at all times the state of health of the Company;
- g) considering management recommendations on proposed acquisitions, divestments, and significant capital expenditure;
- h) considering management recommendations on capital management, the issue or allotment of equity, borrowings, and other financing proposals, guarantees of non-group liabilities, and restructures;
- i) monitoring the effectiveness of iSelect's governance practices, including reviewing, and updating of governance policies, practices and procedures as necessary;
- j) monitoring compliance with iSelect's continuous disclosure obligations;
- k) considering the social, ethical, and environmental impact of iSelect's activities;
- l) monitoring internal governance including delegated authorities, and monitoring resources available to senior management; and
- m) communicating with shareholders and other stakeholders, at appropriate times, the results of, and developments in, the business operations of the Company and always in

compliance with the obligations contained in the ASX Listing Rules.

With the guidance of the Board's Remuneration Committee:

- a) approving the remuneration of the Chief Executive Officer and other members of senior management;
- b) approving the remuneration of Directors, within the aggregate amount approved by shareholders;
- c) approving superannuation arrangements, guidelines for employee share plans and remuneration incentive policies; and
- d) approving iSelect's remuneration framework and satisfying itself that the remuneration policies are aligned with iSelect's purpose, values, strategic objectives and its risk appetite.

With the guidance of the Board's Nominations Committee:

- a) appointing, evaluating, rewarding or removing the Chief Executive Officer, and approving appointments or removal of all other members of senior management, including the Chief Financial Officer and Company Secretary;
- b) reviewing succession planning for Directors and senior management;
- c) appointing the Chair of the Board; and
- d) monitoring the mix of skills, experience, expertise, and diversity on the Board and, when necessary, appointing new Directors, for approval by shareholders.

With the guidance of the Audit and Risk Management Committee:

- a) setting the risk appetite within which the Board expects iSelect to operate;
- b) approving policies and overseeing the management of business and financial and non-financial risks (including foreign exchange and interest rate risks, enterprise risk and workplace health and safety risks);
- c) approving iSelect's risk management strategy and frameworks, and monitoring their effectiveness;
- d) ensuring that adequate procedures are in place to identify the principal risks of iSelect's business and monitoring the implementation of appropriate systems to manage these risks (for both financial and non-financial risks) based on a risk management framework which is periodically reviewed;
- e) reviewing and monitoring processes and controls to maintain the integrity of risk management controls and reporting systems, accounting and financial records and corporate reporting including the external audit; and
- f) determining the Company's dividend policy, including the amount, and timing of any dividend payments; and approving financial results and reports for release and dividends to be paid to shareholders.

The functions listed are matters which the Board specifically reserves for itself and does not limit the Board's overall duties and responsibilities. The Board may delegate consideration to a Committee of

the Board specifically constituted for the relevant purpose.

### **2.3. Delegation to management**

The Board delegates responsibility for the day-to-day management of iSelect to the Chief Executive Officer (CEO) and through the CEO to other members of senior management. The Board may impose specific limitations on the delegation of authority from time to time. The CEO is accountable to the Board for the exercise of this delegation, with the support of senior management and is required to report regularly to the Board on iSelect's operations. The Board has unrestricted access to management and iSelect's records and information, usually via the CEO or the Company Secretary.

### **2.4. Board composition**

The Board aims, as far as practicable, to have a Board of Directors with a majority of Independent Non-Executive Directors and having the appropriate mix of skills, knowledge, experience and diversity relevant to iSelect's businesses and the Board's responsibilities.

In accordance with the Company's Constitution, the Board may comprise up to ten (10) individual Directors with a minimum of three (3). The Board, with the assistance of the Nominations Committee, shall regularly review the composition and performance of the Board.

### **2.5. Appointment and re-election of Directors**

With guidance from the Nominations Committee and, where necessary, external consultants, the Board shall identify candidates with appropriate skills, knowledge, experience, and diversity in order to discharge its responsibilities and add value.

Appropriate checks to assess nominations of new Directors against a range of criteria are undertaken before a person's appointment as a Director including the candidate's background, experience, gender, professional skills, personal qualities and whether their skills and experience will complement the existing Board.

The criteria to assess nominations of new Directors is compared against the skill base of existing Directors, including what skills are required for the future strategy of iSelect, as determined by an agreed Board skills matrix.

Before appointment to the Board, candidates shall confirm that they will have sufficient time to meet their obligations to iSelect, in light of other commitments.

New Directors shall be provided with a formal letter of appointment setting out the terms and conditions of their appointment, together with a timetable of Board and Committee meetings scheduled by that time as well as other commitments, information on iSelect, and a copy of the Board Charter and relevant Company Policies. New Directors shall execute a Deed of Indemnity, Insurance and Access.

All Directors (other than the Managing Director from time to time, if any) are subject to re-election by rotation at least every three years. Newly appointed Directors must seek election at the first annual general meeting (AGM) of shareholders following their appointment. Prior to each AGM, the Board is to determine whether it will recommend to shareholders that they vote in favour of the election or re-election (as the case may be) of each Director standing for election or re-election, having regard to any matters the Board considers relevant.

## **2.6. Chair**

The Chair shall be elected by the Board. The Chair's role includes:

- a) providing effective leadership to the Board;
- b) representing the views of the Board to the public;
- c) facilitating the effective contribution of all Directors;
- d) establishing the agenda for Board meetings in consultation with the Chief Executive Officer and Company Secretary;
- e) chairing regular Board meetings throughout the year, and ensuring that minutes of meetings accurately record decisions taken; and
- f) promoting constructive and respectful relations between the Board and management.

## **2.7. Company Secretary**

The Board appoints and removes the Company Secretary. All Directors shall have direct access to the Company Secretary.

The Company Secretary shall be accountable directly to the Board through the Chair, on all matters to do with the proper functioning of the Board.

The Company Secretary is responsible for coordinating the timely completion and despatch of Board agendas and meeting materials, ensuring that the business at Board meetings is accurately captured in the minutes, communicating with regulatory bodies and ASX, and completing statutory and other filings.

## **2.8. Induction and training**

Each Director is expected to participate in an induction program on appointment, and to undertake ongoing education and training to maintain the skills and knowledge required to perform their role effectively.

The Chair shall brief new Directors on their roles and responsibilities. New Directors shall also be briefed by the Chief Executive Officer and other members of senior management about iSelect, its structure, people, policies and culture, the industries in which it operates and business strategies and performance.

Where necessary time is allocated at Board and Committee meetings for continuing education on significant issues facing the Company including new and emerging business and governance issues. This may include briefings by management and external consultants from time to time.

## **2.9. Board meetings**

The Board will meet regularly on such number of occasions per year as the Board deems appropriate. A meeting schedule is determined annually by the Board. Additional Board meetings may be convened if matters requiring immediate consideration arise between scheduled meetings.

Board meetings and proceedings are governed by the relevant provisions in the Company's Constitution.

Directors may attend Board meetings in person or participate by videoconference or other electronic means. The Board may invite such other persons to its meetings (or part thereof) as it considers necessary or appropriate.

Periodically, Non-executive Directors may meet without the Chief Executive Officer or senior management present, to review the performance of management generally and discuss other Non-executive Director related matters.

Board papers shall be distributed to Directors within a reasonable time before each meeting, except in urgent or exceptional circumstances.

## **2.10. Access to independent advice**

Each Director has the right to seek independent professional advice at iSelect's expense on matters arising in the course of their Board and committee duties, subject to the approval of the Chair. The Chair must report the Director's request at the following Board meeting. A copy of any such advice shall be provided to the Board except where this would result in unreasonable prejudice to the Director seeking the advice.

## **2.11. Independence of Non-executive Directors**

The Board defines an independent Non-executive Director as a Non-executive Director who is not a member of management and has no interest, position or relationship that could materially interfere with, or could reasonably be perceived materially to interfere with the independent exercise of that Director's judgement. The Board considers thresholds of materiality for the purpose of determining 'independence' on a case-by-case basis, having regard to quantitative and qualitative principles.

When assessing the independent status of a Non-executive Director, the Board will consider a range of factors including whether the Director:

- a) is, or has been, employed in an executive capacity by iSelect or any of its subsidiaries and there has not been a period of at least three years between ceasing such employment and

- serving on the Board;
- b) is, or has been, directly involved in the audit of iSelect or any of its subsidiaries;
  - c) receives performance-based remuneration (including options or performance rights) from, or participates in an employee incentive scheme of iSelect;
  - d) is, or has been, within the last three years, in a material business relationship (e.g. supplier, professional adviser, consultant or customer) with iSelect or any of its subsidiaries, or is an officer of, or otherwise associated with someone with such a relationship;
  - e) is a substantial shareholder of iSelect, or an officer of, or otherwise associated directly with, a substantial shareholder of iSelect;
  - f) is, represents, or is or has been within the last three years an officer of employee of, or professional adviser to a substantial holder;
  - g) has close personal ties with any person who falls within any of the categories described above; or
  - h) has been a Director of iSelect for such a period that their independence from management and substantial holders may have been compromised.

The Board may determine that a Non-executive Director is independent notwithstanding the existence of a relationship of the kind referred to above. However, the Board will state the reasons for making its determination in such a case.

If there is a change in a Non-executive Director's interests, positions or relationships that could bear upon their independence, the Non-executive Director must be promptly notify the Board.

The Board regularly assesses the independence of each Director and will disclose any changes to the ASX, as required by the ASX Listing Rules.

## **2.12. Conflict of interest**

Directors must:

- a) disclose to the Board any actual or potential conflict or material personal interest which may exist or might reasonably be thought to exist as soon as it arises;
- b) take necessary and reasonable measures to try to resolve the conflict; and
- c) comply with the Corporation Act provisions on disclosing interests and restrictions on voting.

If a conflict exists, the Director concerned shall abstain from participating in any discussion or voting on matters in which they have a conflict or material personal interest, unless the other non-conflicted Directors pass a resolution that states that those Directors are satisfied that the interest should not disqualify the Director from participating or voting on the matter.

### **2.13. Board committees**

The Board shall operate three Committees, each comprising at least three Directors:

- a) Audit and Risk Management Committee;
- b) Nominations Committee; and
- c) Remuneration Committee.

Each Committee operates under a Charter, approved by the Board, which sets out the matters relevant to the composition, responsibilities and administration of the Committee.

Where practicable, each Committee will be made up of a majority of independent, Non-executive Directors and be chaired by a Non-executive Director.

When appointing members of each Committee, the Board shall take account of the skills and experience appropriate for that Committee as well as any statutory or regulatory requirements.

Although the Board may delegate powers and responsibilities to Committees in accordance its Charter, the Board remains ultimately accountable for discharging its duties.

The Board may establish other Committees from time to time by resolution to assist in the discharge of its responsibilities.

### **2.14. Review of Board, Committee, and individual Directors' performance**

The Board, with the assistance of the Nominations Committee as required, shall regularly carry out a formal review of the performance of the Board, its Committees, and each Non-Executive Director, using an external consultant where appropriate. The review may involve the completion of confidential evaluation questionnaires or surveys and interviews with Directors and senior management

The Board approves guidelines/charters against which the Board, Committees established by the Board and individual Directors are appraised. The outcomes of performance assessments, along with plans and objectives for the new financial year, are submitted to the Board for discussion and analysis.

### **2.15. Confidentiality**

All proceedings of the Board, including Board papers, presentations and other information provided to the Board, shall be kept confidential except as required by law or as agreed by the Board.

### **2.16. Review**

The Board will, at least once in each year, review this Charter to determine its adequacy for current circumstances and may amend it as necessary.