

## Board Code of Conduct

### Trustee covenants:

As Trustee of the Fund, the Company will at all times act in the best interests of the beneficiaries of the Fund.

The Fund was established by a Trust Deed that incorporates its governing rules. By law, these governing rules include the following covenants by the Company (and similar covenants apply to its Directors):

- a) To act honestly in all matters concerning the Fund.
- b) To exercise the same degree of care, skill and diligence as a prudent superannuation trustee would exercise in relation to an entity of which it is trustee and on behalf of the beneficiaries of which it makes investments.
- c) To ensure that the Company's duties and powers are performed and exercised in the best interests of the beneficiaries.
- d) Where there is a conflict between the duties of the Trustee to the beneficiaries or the interests of the beneficiaries and the duties of the Trustee to any other person or the interests of the Trustee or an associate of the Company:
  - i. to give priority to the duties to and interests of the beneficiaries over the duties to and interests of other persons; and
  - ii. to ensure that the duties to the beneficiaries are met despite the conflict; and
  - iii. to ensure that the interests of the beneficiaries are not adversely affected by the conflict; and
  - iv. to comply with the Prudential Standards made by the Australian Prudential Regulation Authority in relation to conflicts;
- e) To act fairly in dealing with classes of beneficiaries within the Fund.
- f) To act fairly in dealing with beneficiaries within a class.
- g) To keep the money and other assets of the Fund separate from any money and assets, respectively:
  - i. held by the Trustee personally; and
  - ii. of a standard employer-sponsor, or an associate of a standard employer-sponsor, of the Fund.
- h) Not to enter into any contract, or do anything else, that would prevent the Trustee from, or hinder the Trustee, in properly performing or exercising its functions and powers.

- i) To formulate, review regularly and give effect to a strategy for the prudential management of the Fund's reserves consistent with the Fund's investment strategies and its capacity to discharge its liabilities (whether actual or contingent) as and when they fall due.
- j) To allow a beneficiary access to any prescribed information or documents.
- k) As regards investments:
  - i. to formulate, review regularly and give effect to an investment strategy for the whole of the Fund and for each investment option offered within the Fund, that has regard to:
    - (i) the risk involved in making, holding and realising, and the likely return from, the investments covered by the strategy, having regard to the Company's objectives in relation to the strategy and to the expected cash flow requirements in relation to the Fund;
    - (ii) the composition of the investments covered by the strategy including the extent of diversification and the risks of inadequate diversification;
    - (iii) the liquidity of the investments covered by the strategy having regard to the Fund's expected cash flow requirements;
    - (iv) whether reliable valuation information is available in relation to the investments covered by the strategy;
    - (v) the ability of the Trustee to discharge its existing and prospective liabilities;
    - (vi) the expected tax consequences in relation to the investments covered by the strategy;
    - (vii) the costs that might be incurred by the Trustee in relation to the investments covered by the strategy; and
    - (viii) any other relevant matters.
  - ii. to exercise due diligence in developing, offering and reviewing regularly each investment option; and
  - iii. to ensure the investment options offered to each beneficiary allow adequate diversification.
- l) As regards insurance:
  - i. to formulate, review regularly and give effect to an insurance strategy for the benefit of beneficiaries that includes provisions addressing each of the following matters;

- (i) the kinds of insurance that are to be offered to, or acquired for the benefit of, the beneficiaries;
    - (ii) the level or levels of insurance cover to be offered to or acquired for the benefit of beneficiaries;
    - (iii) the basis for the decision to offer or acquire insurance of those kinds, with cover at that level or levels, having regard to the demographic composition of the beneficiaries;
    - (iv) the method by which the insurer/s is/are to be determined;
  - ii. to consider the cost to all beneficiaries of offering or acquiring insurance of a particular kind or at a particular level;
  - iii. to only offer or acquire insurance of a particular kind or at a particular level if the cost of the insurance does not inappropriately erode the retirement income of beneficiaries; and
  - iv. to do everything that is reasonable to pursue an insurance claim for the benefit of a beneficiary if the claim has a reasonable prospect of success.
- m) As regards risk:
- i. to formulate, review regularly and give effect to a Risk Management Framework that relates to:
    - (i) the activities or proposed activities of the Trustee to the extent that they are relevant to the exercise of the Trustee's powers, or the performance of the Trustee's duties and functions, as trustee of the Fund; and
    - (ii) the risks that arise in operating the Fund;
  - ii. to maintain and manage in accordance with the Prudential Standards financial resources (whether capital of the Trustee, a reserve of the Fund or both) to cover the operational risk that relates to the Fund.

**Relationship with service providers:**

The Board has appointed outsourced service providers to conduct certain aspects of the business. Management is responsible for liaising with and overseeing the services delivered by these outsourced service providers and reporting to the Board thereon. The Chief Executive will arrange for representatives of the outsourced service providers to attend Board and Committee meetings from time to time. Directors wishing to obtain information from service providers, to discuss matters pertaining to their roles or otherwise have direct contact with service providers outside of Board and Committee meetings must first contact the Chief Executive, the Chair of the Board (or in the Chair's absence the Deputy

Chair) or the Chair of the relevant Committee to make appropriate arrangements. Directors must ensure that direct contact with service providers is conducted pursuant to such arrangements.

In the event appropriate arrangements are not able to be made within an appropriate time, Directors may make direct enquiries of service providers provided they advise the Board they have made such enquiries as well as the outcome of those enquiries

**Other:**

Directors must comply with the Company's Governance Framework, including its policies that govern particular aspects of conduct, including:

- a) conflict of interest; and
- b) fit and proper criteria for members of the Board.

**Version control:**

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