

Policies & Documents

Board Charter

Values Statement for IDCARE

In all its planning, services and behaviour, IDCARE will act in the interests of individuals and small businesses that experience identity and cyber security risks to enhance their response, recovery and overall resilience to such threats across the Australian and New Zealand communities.



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1. Overview

This Charter sets out the responsibilities of the Board and the key protocols for the operation of the Board. The Board is responsible for ensuring that IDCARE (including IDCARE Limited in New Zealand) has an appropriate corporate governance structure with appropriate accountability and control systems in place.

This Board Charter explains IDCARE's commitment to corporate governance and should be read as an expression of principle. The Charter supports the Constitution of IDCARE. The Constitution takes precedence in the event of inconsistency.

2. Constitution

IDCARE's Constitution is its key governance document. The Board must ensure that it and IDCARE comply at all times with the provisions of the Constitution.

The primary purpose of IDCARE is to undertake activities which provide direct support to individuals and business entities that confront identity and cyber-related threats through the provisioning of behavioural and pragmatic support services. These services have the primary aim of assisting victims across the community respond to the emotional impacts and consequences of these threats and to mitigate future negative behavioural impacts. Within IDCARE's Constitution, the organisation has several key objects, including:

- (a) providing prevention and awareness services to the community;
- (b) providing a case management service to individuals to directly assist the restoration of their identity;
- (c) conducting research and disseminating issues and trends briefs on the latest responses to threats impacting the community;
- (d) facilitate an information network and feedback mechanism to organisations on individuals experiences to enhance prevention, detection and response capabilities; (
- e) contributing expertise to inform public and private sector priorities on identity and cyber security; and
- (f) introducing, maintaining and certifying levels of competency by which companies, government organisations and individuals can practice prevention, detection and response services and related work.

3. Meaning of Identity Theft and Misuse

Influencing the definition of identity theft and misuse applied by IDCARE are a number of guiding principles that were developed to maximise community, business and government involvement. The definition principles are as follows:

1. The definition wherever possible must have consistent application across organisations, industries and sectors;
2. The definition has to be flexible in covering the views and perspectives of community members;
3. The definition, wherever possible, needs to be decoupled to include or not include contentious aspects, such as credit and debit card fraud data; and
4. Finally, the definition needs to be readily understandable by community members completely unversed with the topic.

Consequently, IDCARE defines identity theft and misuse in a way that is consistent with the former Australasian Centre for Policing Research in 2006, namely:

'Identity theft' is the theft or assumption of a pre-existing identity (or significant part thereof), with or without consent, and, whether, in the case of an individual, the person is living or deceased.

'identity fraud' is the gaining of money, goods, services, and other benefits or the avoidance of obligations through the use of... _a stolen/assumed identity.

This is also consistent with the Australian Bureau of Statistics definition of identity theft and identity fraud presented in its Personal Fraud Survey (2012). As such, IDCARE's definition of identity theft brings into scope examples that include debit and credit card fraud, as well as the theft of personal information to impersonate and facilitate application fraud. This remains consistent with the vast majority of community members engaged throughout Australia and New Zealand when asked their views of what constitutes identity theft and misuse.

4. Compliance with the Law

As a public company, limited by guarantee, IDCARE will comply with the Corporations Law as well as other applicable laws and statutes of Australia and New Zealand. Examples of applicable areas of regulation include:

- (a) Companies Act 1993 (New Zealand) & Corporations Act 2001 (Australia);
- (b) Charities Act 2005 (New Zealand) and Charities Act 2013 (Australia);
- (c) workplace health and safety legislation;
- (d) employment related laws;
- (e) anti-discrimination legislation;
- (f) Privacy Act 1993 (New Zealand) & Privacy Act 1988 (Australia).

5. Board Composition and Independence

The Board shall comprise the number of Directors as specified in the Constitution. The Board shall comprise Directors with a range of expertise and a balance of skills and experience. All Directors should be free from any interest and any business or other relationship that could reasonably be perceived to materially interfere with the Director's ability to act in the best interests of IDCARE.

6. Duties and Responsibilities

The business of IDCARE is managed under the direction of the Board of Directors. The Board is accountable to Members for the performance of the company in Australia and its fully-owned subsidiary in New Zealand. The Board is responsible to members for the overall governance of IDCARE including ensuring the continuity of the business and the long-term viability of the company. Directors shall ensure that they devote sufficient time to properly perform their duties to the company.

6.1 The Board responsibilities include:

- a) Set IDCARE's Values, Vision, Mission and standards for the establishment and observance of high ethical standards;
- b) setting the strategic direction of IDCARE and monitoring the implementation of that strategy by the Managing Director and management team;
- c) regularly involving themselves in constituent activities and informing themselves of the range of constituent views relating to the scope of IDCARE's operations;
- d) oversight of IDCARE, including its control and accountability systems;
- e) appointing and removing the Managing Director;

- f) ratifying the appointment and removal of the IDCARE Company Secretary and external auditor;
- g) input to and final approval of corporate strategy;
- h) input to and final approval of the annual business plan and budget;
- i) approving and monitoring the progress of major capital expenditure, capital management and property acquisitions/disposals;
- j) monitoring compliance with all legal and regulatory obligations;
- k) reviewing and ratifying systems of risk management and internal compliance and controls, codes of conduct, legal compliance and other significant corporate policies;
- l) at least annually, reviewing the effectiveness of IDCARE's implementation and management of IDCARE's Enterprise Risk Management Framework;
- m) monitoring the Managing Director's performance and implementation of strategy and policies, ensuring appropriate resources are available;
- n) approving and monitoring financial and other reporting to members, employees and other stakeholders;
- o) ensuring the company's assets are safeguarded;
- p) approving Board policy documents;
- q) monitoring progress against the business plan and budget; and
- r) approving expenditure outside the approved budget and delegations.

6.2 Discharging Duties as a Board Member

In discharging his / her duties, each Director must:

- a) exercise care and diligence;
- b) act in good faith in the best interests of IDCARE;
- c) undertake appropriate awareness raising and familiarisation, including relevant induction activities;
- d) not improperly use his/her position or misuse information of IDCARE; and
- e) commit the time necessary to discharge effectively his/her role as a Director.

6.3 Board Meetings

Meetings shall be formally structured and held in appropriate facilities, in line with the company's Constitution. All Directors are entitled to be heard at all meetings and should bring an independent judgement to bear in decision-making. The Directors shall meet in private session at least annually to assess management's effectiveness.

6.4 Board Performance

The Board shall have an evaluation of its performance annually to determine whether it is functioning effectively by reference to current best practice and regulatory obligations.

7. Understanding the Business

The Directors shall ensure that they understand government and industry identity theft and misuse strategies, developments and plans across geographic regions in which IDCARE operates in order to adequately assess the significant risks and opportunities to strategically position IDCARE. New Directors shall be given an "induction package" and briefed on key operations, programs and priorities.

8. Board Meetings Board

meetings shall be conducted in accordance with the company's Constitution and occur at least three times per year, with a fourth meeting of Directors being the Annual General Meeting. Where financially appropriate and in the interests of the company, at least one Board meeting shall be conducted face to face.

The purpose of these meetings is to:

- a) monitor performance against the strategic objectives;
- b) approve operational goals for management including the annual operating plan and budget;
- c) approve the annual audit plans and monitor progress;
- d) monitor performance of operational plans including financial results;
- e) confirm the effectiveness of risk management and compliance procedures and practices;
- f) approve and ensure adherence to Board policies;
- g) review Managing Director's performance and undertake an annual formal review; and
- h) set remuneration for the Managing Director via the Remuneration Committee chaired by the Chairman of the Board.

9. Committee

The Board may establish Committees and/or working groups to assist the Board in fulfilling its duties and responsibilities. The Board shall ensure that each Committee has a formal charter or Terms of Reference. With the exception of certain limited delegations contained in their charters, recommendations of the Committees are to be referred to the Board for approval. The Board can establish ad hoc Committees/Task Forces from time to time.

10. Access to Information and Independent Advice

The Board and Committees must be provided with the information they need to efficiently discharge their responsibilities. The Board will arrange for management to supply the Board and Committees with information in a form, timeframe and quality that enables them to effectively discharge their duties. All Directors are to receive copies of Committee minutes and access to papers.

Any Director may take such independent legal, financial or other advice as he/she considers necessary provided the advice sought is in writing, is directly relevant to IDCARE affairs and the Chairperson's consent is first requested and obtained. The consent of the Chairperson will not be withheld unreasonably.

11. The Chairperson

The Chairperson:

- a) is not to exercise the role of Managing Director of the company; and
- b) is not to have previously held the position of Managing Director of the company.

The Chairperson is responsible for:

- a) leadership of the Board;
- b) overseeing the Board in the effective discharge of its supervisory role;
- c) the efficient organisation and conduct of the Board's function and meetings;
- d) facilitating the effective contribution of all Directors;
- e) the promotion of constructive and respectful relations between Board members and between the Board and management; and
- f) committing the time necessary to discharge effectively his/her role as Chairperson.

12. Independence of Directors

A Director of the company will be considered to be independent if he or she:

- a) has not, within the last three years, been a principal or a material professional adviser or a material consultant to the company, or an employee materially associated with the service provided;
- b) is not a material supplier or customer of the company, or an officer of or otherwise associated directly or indirectly with, a material supplier or customer;
- c) has no material contractual relationship with the company other than as a Director (with the exception of the Managing Director); and
- d) is free from any interest and any business or other relationship, which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the company.

Members elect Directors to the Board to act on their behalf in accordance with the Constitution. The above guidelines must be applied with common sense. Directors are best able to determine if they have an interest or relationship which is likely to impact on their independence. As such, each Director is expected to advise the Chairman immediately if he/she believes they may no longer be independent. Should the Chairperson or any other Director have any concern about the independence of a Director, he/she must immediately raise the issue with that Director and, if the issue is not resolved, with the Board. Should the Chairperson have any concern about his/her own independence, he/she must immediately raise the issue with the Board.

13. Deed of Indemnity and Access

The Constitution indemnifies each Director to the fullest extent permitted by law. Each Director is entitled to a deed of indemnity, which shall include provisions relating to:

- a. access to Board papers;
- b. confidentiality;
- c. indemnity by the company; and
- d. the provision of Directors and Officers insurance.

14. Responsibilities of the Managing Director

The Managing Director is responsible for the day-to-day management of IDCARE with all powers, discretions and delegations authorised, from time to time, by the Board. The Board shall be responsible for regularly reviewing and ensuring that all necessary and appropriate delegations are in place to enable the Managing Director and the management team to meet this responsibility. The Managing Director is a voting member of the Board as per the Constitution. They must have a formal employment agreement describing his/her term of office, duties, rights and responsibilities and entitlements on termination.

At each meeting where the Board approves the full-year financial statements, the Managing Director must provide the Board with written certification which includes statements that:

IDCARE's financial reports present a true and fair view, in all material respects, of IDCARE's financial condition and operational results and are in accordance with relevant accounting standards;

this certification is assured on the basis of a sound system of risk management, internal compliance and controls which ensure full implementation of the policies adopted by the Board; and

IDCARE's risk management and internal compliance and control system is operating efficiently and effectively in all material respects.

15. Code of Conduct

The Board has adopted, and from time to time amends, the Code of Conduct. Although Directors are individually elected by members or by appointment under the Constitution, upon accepting the office of Director, each becomes bound by the overriding fiduciary duty to act in good faith and in the best interests of the company as a whole.

In discharging the duties and responsibilities of being a Director of IDCARE, each individual must operate within the framework and structure of a collective Board. The IDCARE Directors' Code of Conduct is based upon the Australian Institute of Company Directors published Code of Conduct. The Code is not intended to be exhaustive, nor derogate any obligations imposed by law.

16. The IDCARE Directors' Code of Conduct

This Directors' Code of Conduct sets the ethical and behavioural standards expected of all Directors of IDCARE.

- A Director must act honestly, in good faith and in the best interests of the company as a whole.
- A Director has a duty to use care and diligence in fulfilling their functions and exercising the powers attached to that office.
- A Director must use the powers of office for a proper purpose, in the best interests of the company as a whole.
- A Director must recognise that the primary responsibility is to the company as a whole, but should, where appropriate, have regard for the interests of all stakeholders of the company.
- A Director must not make improper use of information acquired as a Director of the company.
- A Director must not take improper advantage of the position of Director.
- A Director should properly manage any conflict with the interests of the company.
- A Director has an obligation to be independent in judgement and actions, and must take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board.
- Confidential information received by a Director in the course of the exercise of directorial duties remains the property of the company and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the Board, or is required by law.
- A Director should not engage in conduct likely to discredit the company or be detrimental to the interests of the company.
- A Director has an obligation, at all times, to comply with the spirit, as well as the letter of the law and with the principles of this Code.

17. External Auditor

The external auditor may be requested to attend the annual general meeting of the company and must be available to answer questions about the audit and the preparations and content of the auditor's report.



Australian Entity
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