



Board Charter

(Incorporating UCA Funds Management Fund Limited, UCA Cash Management Limited, UCA Growth Fund Limited and UCA Financial Planning Pty Ltd (“the UCAFM Companies”))

1. Scope

- 1.1 This Board Charter sets out the role, responsibilities, structure and processes of the Boards of UCA Funds Management Limited (UCAFM), UCA Cash Management Fund Limited (UCACMF), UCA Growth Fund Limited (UCAGF) and UCA Financial Planning Pty Ltd (UCAFP) (“the Board’s”), being the constituent companies of UCAFM Companies.
- 1.2 The Boards will at all times recognise their overriding responsibility to act honestly, fairly, diligently and in accordance with the law in serving the interests of the Companies’ members, as well as their employees, customers and the community.

2. The Role and Responsibilities of the Boards

- 2.1 The role of the Boards is to provide strategic guidance for UCAFM Companies and effective oversight of management. In performing their role, the Boards aspire to excellence in governance standards.
- 2.2 The key responsibilities of the Boards are as follows:
- To set the strategic direction of UCAFM Companies and monitor management’s performance within that framework including the adequacy of resources available to achieve the UCAFM Companies objectives.
 - To consider UCAFM’s overall risk-reward strategy and frameworks for managing all categories of risk, including reputational risk and approve as appropriate, and through appropriate reporting and oversight, ensure that adequate internal control mechanisms are in place and are being implemented.
 - To monitor compliance with regulatory requirements, ethical standards and external commitments.
 - To have an ongoing direct oversight of AML/CTF function and reviews the reports presented to the Audit and Compliance Committee;
 - To appoint the AML/CTF Compliance Officer with direct access to the Board if and when required;
 - To set investment objectives and to establish and monitor the allocation of assets, mandates, performance measures and standards of ethical investment.
 - To select, appoint and determine the terms of appointment of the Chief Executive Officer, in consultation with the Synod General Secretary.
 - To ensure that the UCAFM Companies have appropriate corporate governance structures and policies in place, including standards of ethical behaviour and a culture of corporate, social and environmental responsibility.

- To endeavour to ensure that a positive relationship exists with the Synod.
- 2.3 In fulfilling the responsibilities described above, and in addition to matters expressly required by law to be approved by the Boards, powers specifically reserved for the Boards are as follows:
- To consider the strategic plan, at least annually, and the acquisition, establishment, disposal or cessation of any significant business activity of UCAFM Companies, and approve as appropriate.
 - To consider the annual budget and financial statements and approve as appropriate, and monitor financial performance against approved budget, including the annual grant to Synod.
 - To set criteria for and evaluate the performance of the Chief Executive Officer, at least annually, and approve the remuneration and conditions of service, including financial incentives, in consultation with the Synod General Secretary.
 - To consider unit pricing methodology and distributions, including application of reserves, based on recommendations from management, and approve as appropriate.
 - To establish appropriate delegations of authority to the Chief Executive Officer to enable effective operations, and to approve changes to the discretions delegated from the Board’s and approve any matters or transactions outside the delegations of authority.
 - To review executive succession planning on a regular and continuing basis, in particular for the Chief Executive Officer, and executive development activities.
 - To periodically review and approve Non-executive directors Board fees.
 - To consider recommendations referred to the Boards from Committees established by the Boards and approve as appropriate, including the appointment of the external auditor.

3. Board Membership

- 3.1 The Boards of UCAFM Companies are appointed by the founding member, the Uniting Church in Australia Property Trust (Victoria), in accordance with the Constitutions of the Companies.
- 3.2 The Chief Executive Officer shall be an Executive Director of the Boards.
- 3.3 With the exception of the Executive Director, all directors are Non-executive and are independent of the activities of the Funds. Directors may provide services to or may invest in the Funds within material limits set by the Board in the definition of independence. Directors disclose any changes in interests at the commencement of each meeting.
- 3.4 Collectively, the Board members should have a broad range of financial and other skills,

experience and knowledge necessary to guide and meet the changing needs of the UCAFM Companies.

- 3.5 The Boards will determine and regularly review the composition of the Boards having regard to the optimum number and skill mix of Directors, subject to the limits imposed by the Constitutions and the terms served by existing Non-executive Directors.
- 3.6 Non-executive Directors will be engaged through a letter of appointment.
- 3.7 The Boards shall assess the independence of Directors upon appointment and annually through an attestation by each Director, by reference to a definition of independence approved by the Boards.
- 3.8 The Boards collectively, and each Director individually, has the right to seek independent professional advice, subject to the approval of the Chairperson, or in the Chairperson's absence, the Boards.

4. Separation of functions between the Boards, the Chairperson and the Executive Director

4.1 The Boards

- The functions of the Boards shall be as set out in the description above.

4.2 The Chairperson

- The Chairperson of the Boards shall be appointed by the members of the UCAFM Companies and shall be one of the Non-executive Directors.
- The Chairperson shall be responsible for:
 - Leading the Board in its duties, including the conduct of all Board meetings.
 - Facilitating effective discussion at Board meetings.
 - Ensuring that there are processes and procedures in place to evaluate the performance of the Boards, their committees and individual members.
 - Recommending the appointment or reappointment of each member of each Board Committee, and the Chair of each Committee.

4.3 The Executive Director

- The Executive Director shall be responsible for:
 - Development of strategic objectives for UCAFM Companies and the achievement of planned results.
 - Managing the day-to-day operations of the Funds, subject to specified delegations of authority approved by the Boards.
 - Ensuring that the Funds are invested to provide the optimum competitive returns in accordance

with the investment and risk management policies approved by the Board and within the Ethical Investment guidelines of the Uniting Church in Australia adopted by the Board.

- Ensuring Directors are provided with accurate and clear information in a timely manner to promote effective decision-making by the Boards, including details of any matters or transactions outside the approved delegations of authority.

5. Meetings

- 5.1 The Boards shall meet at least bi-monthly to receive reports from management and from the Committees of the Boards.
- 5.2 Board and Committee papers should be provided to directors at least four days prior to the relevant meeting.
- 5.3 The Non-executive Directors should meet at least twice each year for private discussion.
- 5.4 Matters arising at meetings of Directors shall be decided by a majority of votes of Directors present and voting. In the case of an equality of votes, the Chairperson of the meeting, in addition to a deliberative vote (if any), shall have casting vote.

6. Board Committees

- 6.1 The Boards may from time to time establish Committees to assist them in carrying out their responsibilities and other matters that the Boards may consider appropriate.
- 6.2 The Boards shall as a minimum establish the following Committees, and shall adopt Charters setting out the matters relevant to the composition, responsibilities and administration of those Committees:
- An Audit and Compliance Committee
 - An Investment Committee
- 6.3 The Boards shall appoint Chairpersons and members of each Committee, having regard to workload, skills and experience.

7. The Company Secretary

- 7.1 The Company Secretary of UCACMF, UCAGF and UGF is appointed by the Boards of those companies.
- 7.2 The Company Secretary is responsible for:
- Co-ordinating the business of the Boards, including agendas, board papers, minutes, communication with regulatory bodies, and all statutory and other filings.
 - Maintaining a register of declarations of interest by Directors and reporting them to the Boards as necessary.
 - Providing support to the Directors, as required from time to time.

8. Public Officer

- 8.1 The Public Officer of UCAFM, UCACFM, UCAGF and UCAFP is appointed by the Boards of those companies.

9. Board Performance

- 9.1 The Boards will undertake ongoing self-assessment and review of performance of the Boards and individual Directors.

10. Conflicts Of Interest

- 10.1 Directors are expected to avoid any action, position or interest that conflicts with an interest of the UCAFM Companies, or gives an appearance of conflict.

- 10.2 A Director that has a material personal interest in a matter that relates to the affairs of the UCAFM Companies must give the other Directors notice of such interest.

11. Review and Publication of the Charter

- 11.1 The Boards will review this Charter annually to ensure it remains consistent with the Boards' objectives and responsibilities.
- 11.2 Key features of the Charter are to be outlined in the annual report and a copy of the Charter will be made available on the UCAFM website or upon request.

Version History

Version	Issue Date	Nature of Amendment	Approved by
1.0	27 April 2010	New Terms of Reference developed	Board of Directors
1.1	30 August 2011	Annual review and minor changes	Board of Directors