

| Position description | Ordinary Director                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
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| General              | <ul style="list-style-type: none"> <li>• On being elected to the Board, undertake induction and training procedures as provided by the Board including where possible the AICD Directors course (securing the GAICD qualification)</li> <li>• Ensure that fiduciary duties are carried out in line with the <i>Corporations Act (Clth) 2001</i></li> <li>• Ensure that core policies are appropriate set, reviewed and adhered to</li> <li>• Provide governance, oversight and vision to C2B</li> <li>• Provide commercial acumen to the growth, development and sustainability of the companies</li> <li>• Act as a Director of special purpose vehicles and or other subsidiaries where required as part of the strategic plan</li> </ul>                                                                                                                                                                                                                                                                                                               |
| Governance           | <ul style="list-style-type: none"> <li>• Consider, debate, and vote on issues before the Board based on the best interests of C2B only</li> <li>• Discharge duties in good faith and honesty in the best interests of C2B with the level of skill and care expected</li> <li>• Comply with the rules, policies, of C2B</li> <li>• Use the powers of the office for proper purpose, in the best interests of C2B as a whole</li> <li>• Act with required care and diligence, demonstrating commercial principles in decision making</li> <li>• Be informed of, and meet all legal and fiduciary responsibilities</li> <li>• Ensure that C2B's commitment to a diverse board and staff that reflects the makeup of the communities that C2B serves</li> <li>• Contribute to an annual performance review of the CEO</li> <li>• Ensure effective commercial activity of the company</li> <li>• Review outcomes and metrics created by C2B for evaluating its impact and regularly measuring its performance and effectiveness using those metrics</li> </ul> |

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|                              | <ul style="list-style-type: none"> <li>• Abide by the policies, Constitution/ relevant codes, mission, values and goals, privacy and confidentiality of C2B and ensure others do the same</li> <li>• Make reasonable inquiries to ensure that C2B is operating efficiently, effectively and legally towards achieving its goals</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| Planning                     | <ul style="list-style-type: none"> <li>• Review and approve C2B Strategic Plan, and other consequential arrangements (Business Plan, Marketing Plan, Enterprise Risk Management Framework, Strategic Risk Management Plan, Asset Management Plan, Annual Budget, Audit Report, etc.) including material business decisions</li> <li>• Be an active participant in the board's annual evaluation and planning efforts</li> <li>• Attend and prepare for the annual strategic planning day</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| Time Attendance and Meetings | <ul style="list-style-type: none"> <li>• Fulfil the minimum time requirements of the non-executive Director role <b>(see Appendix A)</b></li> <li>• Attend all meetings, or, if unavoidable, apologise in advance for absence, with at least 70% of the meetings being in person.</li> <li>• When Board papers are circulated in advance of a Board meeting, read papers and consider issues before the meeting with diligence</li> <li>• Contribute to the discussion and resolution of issues at meetings and otherwise as appropriate</li> <li>• Undertake diligent analysis of all proposals placed before the board</li> <li>• Serve on Board committees or task forces and take on special assignments as required <b>(see Appendix A)</b></li> <li>• Volunteer for and willingly accept assignments and complete them thoroughly and on time</li> <li>• Stay informed about organisational, industry and board matters, prepare well for meetings and review and comment on board minutes and report</li> <li>• Get to know other Board/Committee members and build a collegial working relationship that contributes to consensus and team building</li> <li>• Partner with the CEO and other Directors to ensure that board resolutions are carried out</li> </ul> |

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| Administration and management | <ul style="list-style-type: none"> <li>• Do not approach employees of C2B (paid or unpaid) unless agreed with the CEO</li> <li>• Do not undermine the leadership of the CEO or other Executive team</li> <li>• Review and approve C2B's systems for financial control and risk management</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| Media                         | <ul style="list-style-type: none"> <li>• Make comments to the media only as provided in the C2B's Media Policy and approved media statements</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Promotion                     | <ul style="list-style-type: none"> <li>• Promote the organisation in the community as opportunities arise</li> <li>• Commit time, effort and contact with personal networks to participate actively in board and committee work</li> <li>• Participate in awareness raising and advocacy for the organisation</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| Legal and ethical             | <ul style="list-style-type: none"> <li>• Avoid making any improper use of the Director position to gain any material advantage for self, or for any other person, or to the detriment of the organisation</li> <li>• Avoid making any improper use of any information acquired by virtue of the Director position at C2B to gain any material advantage for self, or for any other person, or to the detriment of the organisation</li> <li>• Inform the Board immediately of any direct or indirect material personal interest in any contract with C2B</li> <li>• Inform the Board immediately of any non-material personal conflict of interest in any matter before the Board, or believe that the perception of such a conflict might arise, and follow the Board's rulings as to proper procedure</li> <li>• At all times conduct Board business politely and with consideration for others, without ill feeling, improper bias, or personal animus</li> </ul> |