

BOARD OF SCREEN QUEENSLAND PTY LTD

**SCREEN
QUEENSLAND
BOARD**

CHARTER

Approved by the Board of Screen Queensland

December 14 2016

INTRODUCTION

This Board Charter (the **Charter**) has been developed and approved by the Board of Screen Queensland Pty Ltd (**SQ**) adopting best practice corporate governance principles. The Charter sets out the role, responsibilities, structure and processes adopted by the Board to discharge its responsibilities in the pursuit of the corporate objectives of SQ.

All Board meetings, activities and relevant documents presented to the Board are confidential.

ROLE OF THE BOARD

The role of the Board includes:

1. Ensuring that, as far as possible, SQ acts in accordance with its Corporate Plan and achieves its stated objects;
2. Accounting to SQ's shareholding Minister; and
3. Ensuring that SQ otherwise performs its functions in a proper, effective and efficient way.¹

SQ's constitution empowers the Board to:

1. Manage the business of SQ;
2. Oversight the attainment and performance of the Company's objects; and
3. Exercise every right, power and capacity of SQ.²

COMMITTEES

The Board may from time to time establish committees to assist the Board to consider particular matters in detail. The standing committees of the Board are:

- Audit and Accounts Committee

The Board has developed charters setting out matters relevant to the authority, responsibilities, membership and operations of each of the Committees. The Committees report to the Board on appropriate decisions and actions and make any necessary recommendations. Membership of the Committees consists of a number of Directors drawn from the SQ's Board and includes Directors who are able to provide the range of skills appropriate to the role of the Committee.

² Rule 38 SQ Constitution. Page 3 of 7 Board_Charter.DOC

RESPONSIBILITY OF THE BOARD

The Board has agreed that in performing its role, its responsibilities include, but are not limited to:

Strategic Direction

- Overseeing the development of and approving corporate plan.
- Ensuring that SQ has appropriate processes for strategic planning, reviewing current strategy and considering alternative strategies.
- Monitoring and assessing corporate performance against strategic and business plans.
- Reviewing and approving SQ's annual operating budget.

Risk Management

- Monitoring risk management systems including reviewing and contributing to processes for identifying areas of significant business risk, risk management and internal control systems and procedures and ensuring that appropriate systems to manage risks are implemented in conjunction with the Audit and Accounts Committee.

Reporting and Monitoring

- Overseeing SQ's financial position including approving financial statements and monitoring financial performance.
- Monitoring and reviewing processes aimed at ensuring the integrity of financial and other reporting in conjunction with the Audit and Accounts Committee.
- Approving the Annual Report as required by the Corporations Act 2001 (Cth).
- Approving the Corporate Plan.
- Monitoring significant projects in which SQ is involved.
- Keeping shareholding Ministers informed of the operations, performance and financial position of SQ.

Corporate Governance

- Overseeing, reviewing and updating corporate governance practices and procedures as necessary to support SQ's commitment to best practice corporate governance.
- Overseeing shareholding Minister reporting and communications.
- Approving the Board's delegations of authority.
- Requiring appropriate compliance frameworks and controls to be in place and operating effectively for compliance with relevant laws, regulations and industry codes.
- Overseeing compliance with any formal directions or policies issued by shareholding Ministers.

Appointments

- Recommending the appointment of the Chief Executive Officer and annually reviewing the key accountabilities, performance measures and remuneration of the Chief Executive Officer.
- Overseeing the performance of the Chief Executive Officer and reviewing management succession and development plans.

ROLE OF THE CHAIR

The Chair is the official representative and spokesperson for the Board. The Chair's responsibilities include:

- providing leadership to the Board;
- ensuring the efficient organisation and conduct of the Board;
- chairing Board meetings;
- continuously monitoring the performance of individual directors, the Board and Committees;
- promoting an environment of trust, respect and openness to ensure consultative and constructive relationships between the Board and management; and
- ensuring that any matter appropriate to be referred to shareholding Ministers is so referred, and any decisions of shareholding Ministers are conveyed as appropriate to the Board and management.

RELATIONSHIP WITH MANAGEMENT

The Board has delegated its powers with respect to the management and control of the business and affairs of SQ to the CEO. The Board has also approved specific delegations to SQ's senior management.

Senior management are accountable to the Board for the exercise of their delegated authority. The CEO, with the support of senior management, is required to report to directors on the performance of SQ and its subsidiaries at each Board meeting.

The CEO (and members of senior management) will supply the Board and its Committees with information in a form that is appropriate to enable the Board and Committees to make assessments and judgements, make enquiries and to gain assurance that the performance of SQ is directed towards the achievement of its corporate objectives. The Chair of the Board, the Chair(s) of Committee(s), the CEO and the Company Secretary will ensure that effective systems are in place for the production and transmission of information and reports.

BOARD MEETINGS

Board meetings shall be held on a regular basis, as determined annually in advance by the Board. The agenda for each meeting will be determined by the Chair, CEO and Company Secretary to meet the business needs. The CEO and Company Secretary attend Board meetings by standing invitation but may be asked to leave at any time. The Board may invite such other persons to its meetings as it deems necessary or appropriate. The Board may regularly meet without management.

APPOINTMENT OF DIRECTORS

All Board members are non-executive directors and appointed in accordance with SQ's constitution.

DECLARATION OF INTERESTS

All directors are required to act in the best interests of SQ and to exercise unfettered and independent judgement. The Board will, at least annually assess the independence of each Director. Directors are required to provide the Board with all information necessary to make this assessment. In making this assessment, the Board will consider whether each Director has been:

- employed in an executive capacity by SQ;
- a principal of a material professional advisor or material consultant to SQ, or an employee materially associated with the service provider;

The Board may determine that a Director is independent notwithstanding the existence of a relationship of the kind referred to above. If at any time a Director ceases to be independent, he/she is required to advise the Chair immediately.

CONFLICT OF INTERESTS

Directors are required to be sensitive to actual and perceived conflicts of interest that may arise and are required to declare any interests or business or other relationship that could, or could reasonably be perceived to, impact upon their ability to act in the best interests of SQ. Each year all Directors are required to complete a declaration of interests. Directors must also keep the Board informed of any changes in their interests and business or other relationships on an ongoing basis.

If a Director has an interest in a matter that comes before the Board for discussion, the Director must declare this to the Board before the matter is discussed for determination on the involvement of that Director in the board discussion.

ETHICAL STANDARDS

SQ is committed to maintaining high ethical standards. Each Director is required to comply with SQ's Code of Conduct.

INDUCTION AND TRAINING

All new Directors appointed to the Board undertake an induction program co-ordinated by the CEO to assist them in fulfilling their duties and responsibilities. Management will conduct additional presentations for directors, as necessary addressing factors which impact on or are likely to impact on SQ's business. Directors are also given the opportunity to attend technical or professional development courses to assist them in keeping up to date with relevant issues concerning the industry.

Each Director will be provided with a Board Induction Pack which sets out a wide range of information about Directors roles and responsibilities.

BOARD PERFORMANCE

The Board will undertake an assessment of its performance every 18 to 24 months including performance against the requirements of this Charter, the performance of the Chair and individual Committees and performance of individual directors. The Board may engage an independent consultant to review of the Board's performance based on agreed performance criteria and latest corporate governance practices. The evaluation should address whether the objectives of the Board or committee are being met in a cost effective manner.

The Chair will provide a written report to shareholding Minister on the results of the performance evaluation.

INFORMATION ACCESS AND PROFESSIONAL ADVICE

All Directors can retain, at SQ expense and with the consent of the Chair, such legal, accounting or other advisers, consultants or experts as are considered necessary from time to time to assist Directors in the performance of its duties. This advice shall generally be made available to all Directors.

REVIEW OF BOARD CHARTER

The Board will review and assess the adequacy of the Board's Charter annually and make appropriate revisions.

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