



Investment Committee Charter

Revised February 2019

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Contents

1. Purpose.....	3
2. Role and functions	3
3. General principles	3
4. Matters to be taken into account.....	3
5. Committee membership.....	4
Tenure.....	4
Chair	4
Lapse of membership.....	4
Remuneration.....	4
6. Meetings	4
Agenda.....	4
Quorum	5
Voting.....	5
Attendance by Telephone.....	5
Attendance by Non-Committee Members.....	5
7. Reporting	5
8. Authority	5
Access to Management.....	5
External advice.....	5

1. Purpose

- 1.1 The Board has established the Investment Committee to provide guidance to Board Members in their consideration of the investment of Cancer Council NSW (**Cancer Council**) funds which are surplus to immediate operating requirements. This includes the investment of funds over the short, medium and longer term and incorporates Cancer Council's real estate and accommodation investments.

2. Role and Functions

- 2.1 In discharging its function, the Committee will have regard to best practice corporate investment standards to its work. This will be guided by the *Trustee Act 1925* (NSW) and the guidelines provided by recognised experts in the field.

3. General Principles

- 3.1 The Investment Committee must adhere to the following general principles in its investment decisions:
- (a) maintain a level of liquid funds to cover expected operational cash flow with a safety margin and in compliance with the Investment and Spending Policy
 - (b) maintain the long-term viability of the Cancer Council
 - (c) maximise the investment income, whilst managing acceptable market risk exposure.

4. Matters to be Taken into Account

- 4.1 When exercising a power of investment, the Investment Committee may take into account the following matters:
- (a) desirability of diversifying investments
 - (b) nature of and risk associated with the investments
 - (c) need to maintain the real value of the capital or income of the investments
 - (d) risk of capital or income loss or depreciation
 - (e) potential for capital appreciation
 - (f) likely income return and the timing of income
 - (g) length of the term of the proposed investments
 - (h) liquidity and marketability of the proposed investments during the term
 - (i) effect of any tax incentive
 - (j) likelihood of inflation affecting the value of the investments
 - (k) costs of making the investments.
- 4.2 The Investment Committee will obtain advice from suitably qualified investment professionals with relevant expertise having regards to the size and nature of the

investments. In obtaining such advice, the Investment Committee will engage professionals who provide independent and impartial advice reasonably required for the investment of surplus funds or the management of the investments whom the Investment Committee reasonably believes to be competent to give the advice.

5. Committee Membership

- 5.1 The Investment Committee shall consist of no fewer than three members, including:
- (a) at least one Board Director
 - (b) at least one external person with relevant financial and investment expertise.
- 5.2 In accordance with clause 12.12 of the Constitution of the Company, all members shall be appointed by the Board, and the Board has power to terminate the appointment of a member at any time.
- 5.3 The Chief Executive Officer and Chief Operating Officer, or a representative of the Chief Operating Officer will attend Committee meetings.

Tenure

- 5.4 Members are appointed for a term of three years and may serve three consecutive terms. The Board may approve an extension to a Member's tenure beyond these three terms, if appropriate.

Chair

- 5.5 The Chair of the Investment Committee shall be appointed by the Board from among the Board Director members of the Committee.

Lapse of Membership

- 5.6 Membership of the Committee will lapse if a member fails to attend three consecutive meetings of the Committee, unless exceptional circumstances exist. The member will be notified by the Chair in writing that his or her membership has lapsed.

Remuneration

- 5.7 Members are not offered remuneration. Members may seek reimbursement for expenses legitimately incurred in travelling to attend Committee meetings, with prior approval of the Chair of the Committee.

6. Meetings

- 6.1 The Committee shall meet as frequently as required but not less than four times a year. Any Committee member, the Chief Executive Officer, the Chief Operating Officer, or a representative of the Chief Operating Officer may call a meeting of the Committee.
- 6.2 The Chair may convene additional meetings of the Investment Committee if, in the Chair's opinion, such additional meetings are necessary.

Agenda

- 6.3 The Company Secretary will prepare the agenda in consultation with the Chair. The Company Secretary will cause a notice of each meeting confirming the date, time, venue and agenda to be forwarded to each member of the Committee in the week

prior to the date of the meeting. The notice for members will include relevant supporting papers for the agenda items to be discussed.

Quorum

- 6.4 A quorum of the Committee will comprise the Chair and at least one other appointed member.

Voting

- 6.5 Each member shall have one vote.
6.6 The Chair of Committee shall not have a second or casting vote.

Attendance by Telephone

- 6.7 Members are permitted to participate in meetings of the Committee via telephone or other appropriate technology.

Attendance by Non-Committee Members

- 6.8 The Committee may invite such other persons to its meetings, as it deems necessary. Members of management who are in attendance at meetings of the Committee may be asked by the Chair to absent themselves from all or any part of any meeting.

7. Reporting

- 7.1 The Committee reports to the Board of Cancer Council.
7.2 The Chair of the Committee, or delegate, shall report to the Board following each meeting.
7.3 The Company Secretary will cause minutes of proceedings and recommendations of Committee meetings to be kept.
7.4 Minutes should be distributed to all Committee members and the Board, after the preliminary approval has been given by the Committee Chair.
7.5 Minutes, agenda and supporting papers, will be made available to any Board Director upon request to the Chief Operating Officer or Company Secretary, providing no conflict of interest exists.

8. Authority

Access to Management

- 8.1 The Board authorises the Investment Committee to:
- (a) seek any information it requires from any employee or volunteer (and all employees and volunteers are directed to cooperate with any request made by the Investment Committee)
 - (b) require the attendance of employees or contractors at meetings as appropriate
 - (c) meet with one or more employees or contractors without the presence of management.

External advice

- 8.2 The Investment Committee is authorised by the Board to obtain outside legal or other independent professional investment advice and to secure the attendance (in a non-

voting capacity) of external persons with relevant experience and expertise if it considers this necessary. The Committee may meet with these external advisers without management being present.

- 8.3 Any costs incurred as a result of the Committee consulting an independent expert or investment professional will be borne by Cancer Council; however no Member is authorised to commit Cancer Council to the expenditure of monies on professional advice until first obtaining the approval of the Chair of the Committee to do so. In the event the Chair is unwilling or unable to provide approval, or that the cost of the professional advice will exceed \$10,000, then the approval of the Board must be sought and obtained.