

## Board Charter

### 1 Overview

This Charter summarises the role and responsibilities of the Board of Directors of the Company and the way in which the Board operates and is structured.

The disclosure of the role and responsibility of the Board is designed to assist those affected by corporate decisions to better understand the respective accountabilities and contributions of the Board and management of the Company.

### 2 Role of the Board

The Board's key objectives are to:

- Increase shareholder value within an appropriate framework which safeguards the rights and interests of the Company's shareholders; and
- To ensure the Company is properly managed.

In carrying out these objectives the Board recognises its overriding duty to act honestly, fairly, diligently and in accordance with the law.

### 3 Responsibility of the Board

The management and control of the business of the Company is vested in the Board. The Board's primary responsibility is to oversee the Company's business activities and management for the benefit of its shareholders. The Board also recognises its responsibilities to the Company's employees, the environments and communities in which Regis operates and where appropriate, other stakeholders. The Board strives to create shareholder value and ensure that shareholders' funds are prudently safeguarded.

The key responsibilities of the Board include:

- Development of corporate objectives and strategy with management and approving plans, new investments, major capital and operating expenditures and major funding activities proposed by management;
- Monitoring actual performance against defined performance expectation and reviewing operating information to understand at all times the state of the health of the Company;
- Appointing, evaluating, rewarding and if necessary the removal of the Chief Executive Officer and senior executives;
- Overseeing the management of business risks, safety and occupational health, environmental issues and community development;
- Satisfying itself that the financial statements of the Company fairly and accurately set out the financial position and financial performance of the Company for the period under review, including approval of the annual, half yearly and quarterly reports;

- Satisfying itself that there are appropriate reporting systems and controls in place to assure the Board that proper operational, financial, compliance, risk management and internal control processes are in place and functioning appropriately;
- Ensuring that appropriate audit arrangements are in place;
- Ensuring that Regis acts legally and responsibly on all matters;
- Reporting to and advising shareholders;
- Approving and monitoring the effectiveness of the Company's system of corporate governance, including formation of Board committees and the terms of applicable governing charters;
- Approving the overall remuneration policy, including non-executive director remuneration, executive director and senior executive remuneration; and any executive incentive plans, upon recommendation from the Remuneration, Nomination and Diversity Committee;
- Determining the size, composition and structure of the Board, and the process for evaluating its performance;
- Approving and reviewing succession plans for the Chief Executive Officer;
- Reviewing annually the Company's diversity initiatives and progress towards their achievement;
- Monitoring the Company's performance in delivering its strategic plans; and
- Reviewing the division of functions and responsibilities between the Board, Chief Executive Officer and Management

### **Delegated Responsibility**

The Board ensures that staff are appropriately qualified and experienced to discharge their responsibilities and has in place procedures to ensure that this is achieved.

Although there is a clear division between the responsibilities of the Board and management, the Board is responsible for ensuring that management's objectives and activities are aligned with the expectations and risks identified by the Board. The Board has a number of mechanisms in place to ensure that this is achieved. These mechanisms include the following:

- Establishment of an Audit and Risk Management Committee;
- Establishment of a Remuneration, Nomination and Diversity Committee;
- The Board oversees the strategic direction of the Company;
- The Board approves all budgets;
- The Board is to receive detailed Board papers and monthly Management Reports showing the monthly and year to date performance of all aspects of the Company compared to Budget;
- Procedures are in place to allow any director or Committee of the Board to seek external professional advice as considered necessary, at the Company's expense;
- Procedures are in place to incorporate presentations from senior executives at relevant Committee meetings on an as required basis to increase the Committee's understanding of the area. The Board may request further information from management from time to time on any issue;
- In the event that a potential conflict of interest may arise, directors involved withdraw from deliberations concerning the matter;

- The Board gives consideration to the impact of the Company's activities on the environment and wider community, safety and security and occupational health of all personnel; and
- The Board undertakes any financial risk management.

## **4 Responsibilities of Executives**

### **4.1 Chief Executive Officer**

The Chief Executive Officer is responsible for running the affairs of the Company under delegated authority from the Board and to implement the policies and strategy set by the Board. In carrying out his responsibilities the Chief Executive Officer must report to the Board in a timely manner and ensure all reports to the Board present a true and fair view of the Company's financial condition and operational results.

The Chief Executive Officer is also responsible for appointing and, where appropriate, removing senior executives. The Chief Executive Officer is responsible for evaluating the performance of senior executives.

### **4.2 Senior Executives**

Senior executives are responsible for supporting the Chief Executive Officer and to assist the Chief Executive Officer implement the running of the general operations and financial business of the Company, in accordance with the delegated authority of the Board.

## **5 Board Structure**

### **5.1 Board Composition**

The Board is responsible for determining that there is an appropriate mix of skills, knowledge, experience, expertise and diversity on the Board, necessary to review and approve the strategic direction of the Company and to guide and monitor the management of the Company.

The Remuneration, Nomination and Diversity Committee is responsible for reviewing Board composition, skills and experience, and making recommendations in relation to Board appointments and re-elections, including preparing a description of the role and capabilities required for a particular Board appointment, identifying suitable candidates to fill Board vacancies as and when they arise, and nominating candidates for the approval of the Board.

The Remuneration, Nomination and Diversity Committee of the Company have determined that the Company's Board shall, as a preference, consist of:

- A minimum of three directors, with a broad range of business expertise;
- The Chairman must preferably be non-executive;
- A majority of non-executive directors, with at least two being independent non-executive directors; and
- At least one member with appropriate technical and commercial skills relevant to the mining industry.

## **5.2 The Chairman**

The Board shall appoint a Chairman in accordance with the Constitution.

The Chairman is responsible for the leadership of the Board, for the efficient organisation and conduct of the Board's function, for briefing all directors in relation to issues arising at Board meetings and maintaining effective communication between the Board and management. Preferably the role of the Chairman is to remain separate to that of the Chief Executive Officer.

Where the Chairman is not an independent director, the Company will appoint a lead independent director. The lead independent director will take over the role of the Chairman when the Chairman is unable to act in that capacity as a result of his lack of independence.

## **5.3 Non-Executive Directors and/or Independent Directors**

The Board is responsible for determining if a non-executive director is independent by reference to Box 2.3 of the ASX Corporate Governance Council Principles and Recommendations. The Board will review the independence of directors on a regular basis.

The independent directors may meet without other directors present, if appropriate.

## **5.4 Company Secretary**

The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board. The Company Secretary is responsible for advising the Board and its Committees on governance matters, ensuring correct Board and Committee policy and procedure is followed, coordinating the preparation and dispatch of Board and Committee papers, taking accurate minutes that reflect the business discussed at meetings and facilitating the professional development of directors.

The Company Secretary will facilitate appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their roles as directors effectively. The Company Secretary will distribute any appropriate training opportunities at Board meetings.

Each director should be able to communicate directly with the company secretary and vice versa.

## **5.5 Term**

The Board has not adopted a tenure policy. In accordance with the Constitution of the Company, no director (except the Chief Executive Officer) shall hold office for a continuous period in excess of three years or past the third annual general meeting following the director's appointment, whichever is the longer, without submitting for re-election.

The Company will provide shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.

## **5.6 Selection of New Directors**

Candidates for Board positions shall be nominated by the Remuneration, Nomination and Diversity Committee for consideration by the Board. The whole Board shall decide on the recommendations of new directors made by the Committee.

In selecting new members for the Board, directors shall have regard to the appropriate skills and characteristics needed by the Board as a whole. The directors shall endeavour to appoint individuals who would provide the mix of director characteristics and diverse experiences, perspectives and skills appropriate for the Company.

The Company will undertake appropriate checks on any new director to determine if they are fit for the role including checks as to the person's character, experience, education, criminal record and bankruptcy history.

A candidate for appointment or election as a non-executive director should provide details of his or her commitments and an indication of time involved and should specifically acknowledge that they will have sufficient time to fulfill their responsibilities as a director. New directors are provided with a letter of appointment which sets out the key terms and conditions of their appointment.

Furthermore, the Company Secretary will provide new directors with an induction programme designed to familiarise the new director with the operations of the Company and their obligations so that they may perform their role as director effectively.

## **5.7 Board Committees**

To assist the Board in fulfilling its responsibilities the Board has established the following Committees:

- Audit and Risk Management Committee; and
- Remuneration, Nomination and Diversity Committee

Each of these Committees has its own written Charter setting out the composition, role and responsibilities of the Committee and the manner in which the Committee is to operate. The Charter of the Committee is approved by the Board and regularly reviewed.

Members of the Committee are appointed by the Board having regard to each Committee member's workload, skills and experience.

The Board may establish ad hoc Board Committees from time to time to consider matters of special importance or to exercise the delegated authority of the Board.

## 6 Access to Advice

The Board, Board Committee or individual directors may seek independent professional advice (including but not limited to legal, accounting and financial advice) at the Company's expense on any matter connected with the discharge of his or her responsibilities, subject to prior consultation with the Chairman or the lead independent director as appropriate. A copy of any such advice received is made available to all members of the Board.

All directors have unrestricted access to Company records and information except where the Board determines that such access would be adverse to the Company's interests.

All directors may consult management and employees as required to enable them to discharge their duties as directors.

## 7 Performance Evaluation

The Board believes that regular assessment of the Board's effectiveness and the contribution of individual directors is essential to improve governance.

### 7.1 Board

On an annual basis the Board will evaluate and review:

- the performance of the Board against the requirements of the Board Charter;
- the mix of skills and experience of the Board;
- the performance of the Board's Committees;
- the Board Charter to ensure it remains relevant to the Company's activities.

The method and scope of the performance evaluation will be set by the Board and may be formal or informal in nature.

### 7.2 Directors

The Chairman and the lead independent director as appropriate are responsible for the performance appraisal of directors and will amongst other things evaluate and review individual directors':

- contribution to the Board;
- availability for and attendance at Board meetings and other events;
- contribution to Company strategy; and
- knowledge of the Company's operations

### **7.3 Executives**

The Board is responsible for the performance appraisal of the CEO through the Remuneration, Nomination and Diversity Committee and will amongst other things evaluate and review the CEO's:

- availability for and attendance at Board meetings and other events;
- contribution to Company strategy;
- knowledge of the Company's operations;
- compliance with legal and Company policy requirements;
- achievement of key operational goals;
- achievement of strategic objectives; and
- achievement of key performance indicators

The Chief Executive Officer is responsible for the performance appraisal of executives and will amongst other things evaluate and review individual executives':

- contribution to Company strategy;
- achievement of key operational goals and strategic objectives;
- development of staff; and
- achievement of key performance indicators.

Reviews are carried out annually and may be formal and informal in nature.

## **8 Review of Board Charter**

The Board will review this charter and the Charter of the Board Committees on an annual basis to ensure they remain consistent with the Boards objectives and responsibilities and relevant standards of good corporate governance.

## **8 Confidentiality**

The directors acknowledge that all proceedings of the Board and its committees are strictly confidential and will not be disclosed to any person other than Board members, except as agreed by the Board or as required by law.