




NEW HOPE
GROUP

BOARD CHARTER

DOCUMENT OWNER:	Company Secretary			
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		SIGNATURE		
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1. PURPOSE

This board charter sets out the areas in which the board delegates authority and responsibility to the chief executive and/or to a committee of the board, and the areas in which the board reserves authority and responsibility. The purpose of this board charter is to make board and management accountabilities clear and transparent.

2. BOARD COMPOSITION

- (a) As per clause 19.1 of the constitution, the Board will consist of a minimum of three Directors, and not more than ten.
- (b) The Chairman will be selected by the New Hope Board.
- (c) The Chairman should not be the CEO of the company.
- (d) The Chairman's principal role is to provide leadership to the Board and to ensure the effective working of the Board in discharging its responsibilities.
- (e) The Board assesses the independence of each director. In assessing independence, the Board has regard to the factors relevant to assessing the independence of a Director in the ASX Guidelines. The Board considers that the independence of Directors is based on their capacity to bring independent judgement to bear on issues before the Board, and act in the best interests of the New Hope Group and its security holders ahead of all other interests. A Director will only be described as independent if the Board is satisfied there are no material factors that would influence, or be perceived to influence, their ability to bring independent judgement to bear.

3. ROLES AND RESPONSIBILITIES OF THE BOARD

- (a) The primary objective of the New Hope Board is to provide strategic guidance and oversight of management. The Board is ultimately responsible for, and has authority over, management of New Hope and its controlled entities.
- (b) The Board has the following powers reserved for its decision:
 - Approving the code of conduct and related policies
 - Composition and powers of Boards and Committees
 - Approval of the Risk Management and Control framework
 - Purchase, restructure, winding up or sale of business entities, divisions and subsidiaries other than in the ordinary course of business
 - Purchase or sale of shares in other companies, other than in the ordinary course of business
 - Approving Banking, Finance and Insurance providers and facilities
 - Approving all hedging and treasury policies
 - Approving parent company guarantees
 - Approval of the Strategic plan and Annual Budget
 - Monitoring the performance of the company
 - Approval of all related party transactions other than transactions between wholly owned subsidiaries in the ordinary course of business
 - Appointment of the CEO, and approval of recruitment of senior executives reporting to the CEO or Managing Director

- Any matter not specifically otherwise delegated
- (c) The Board has delegated to the Managing Director or Chief Executive Officer the authority over the day to day management of the Company, its subsidiaries and their respective operations.

This delegation of authority includes responsibility for:

- developing business plans, budgets and company strategies for consideration by the Board and, to the extent approved by the Board, implementing these plans, budgets and strategies;
 - identifying and managing operational risks on a daily basis and, where those risks could have a material impact on the Company's businesses, formulating strategies for managing these risks for consideration by Board;
 - managing the Company's current financial and other reporting mechanisms as well as its control and monitoring systems to ensure that these mechanisms and systems capture all relevant material information on a timely basis and are functioning effectively;
 - ensuring that the Board and its various Committees are provided with sufficient information on a timely basis in regard to the Company's business and, in particular, with respect to the Company's performance, financial condition, operating results and prospects, to enable the Board and those Committees to fulfil their governance responsibilities;
 - implementing the policies, processes and codes of conduct approved by the Board; and
 - The delegations are formally documented in the Statement of Delegated Authority. Subject to the limits and restrictions set out in the table of authorisations, the Managing Director is authorised to delegate their powers as appropriate.
- (d) The Company Secretary will coordinate all Board business, including agendas, board papers, minutes, communication with regulatory bodies, and all statutory and other filings. All Directors will have direct access to the Company Secretary.

4. BOARD MEETINGS

- (a) The Board and each Board committee should meet in a prearranged cycle and follow agreed meeting guidelines to ensure all directors are made aware of all agenda items and are provided with all necessary information to enable them to participate in informed discussion.
- (b) Subject to the approval of the Chairman, Senior Executives nominated by the Managing Director should attend Board and Committee meetings. However, certain matters will be considered with only the Directors in attendance.

5. APPOINTMENT AND RETIREMENT OF DIRECTORS

- (a) The Nominations Committee assists the board with matters relating to board composition and membership, and will have regard to the appropriate mix of skills, competencies and experience.
- (b) The board will ensure appropriate checks are undertaken before appointing a person as a director and putting forward to shareholders a candidate for election as a director.
- (c) The board will provide to shareholders all material information in the company's possession relevant to a decision on whether or not to re-elect a director.
- (d) The company will enter into a written agreement with each director that sets out the key terms and conditions of their appointment, including their rights, duties and obligations.
- (e) The company will offer each director an induction program.
- (f) Directors will be responsible for ensuring their continued development and education. The Company will support any cost incurred where prior approval has been given by the Chairman.

6. COMMITTEES OF THE BOARD

- (a) The Board will establish Committees to assist it in discharging its responsibilities effectively and efficiently.
- (b) The Board has established the following standing committees:
 - (i) Audit and Risk Committee;
 - (ii) Remuneration Committee; and
 - (iii) Nomination Committee.
- (c) Each committee should have its own written charter setting out its role and responsibilities, composition, and the manner in which the committee is to operate. Unless the Board expressly delegates power to a Committee, Committees will not have decision-making power but will make recommendations to the Board for decision.
- (d) The committee charter should be reviewed regularly and should be available on the company's website.
- (e) The Board will:
 - (i) Appoint the Chairman of each committee
 - (ii) Appoint the members of each Committee; and
 - (iii) Approve any changes to each Committee Charter.

7. BOARD REVIEW

The Board will review its performance on an annual basis. As part of that review, the Board charter and statement of delegations will be reviewed and updated as necessary to ensure it remains consistent with the Board's objectives and responsibilities.

8. INDEPENDENT PROFESSIONAL ADVICE

Any Director is entitled to seek information or clarification directly from any employee or external party provided that the Director first consults the Chairman. The Board, a Committee or an individual Director may engage an independent external adviser in relation to any Board or Committee matter at the expense of the Company. Before the external advice is sought, consent needs to be obtained from the Chairman of the Board. The Chairman of the Board and Committee Chairperson will be provided with a copy of the advice and they may determine if the advice be circulated to the remainder of the Board or the Committee.

9. ETHICAL STANDARDS

Directors must be aware and transparent regarding actual and potential conflicts of interest. The Board should be made aware when a Directors believes there is a conflict or potential conflict of interest, to allow assessment of the materiality of the conflict, and ensure the Board processes are carried out appropriately. Unless approved by the Chairman, the Director should be absent from discussion and decision on that matter for so long as any conflict exists.

Directors must comply with the Company's Code of Conduct, Securities Trading Policy, and Diversity Policy.