



Kids with Cancer Foundation

KWCF Board Charter

1. Purpose

- 1.1 The purpose of this Board Charter is to establish the framework for the governance, operation, and oversight of the Kids with Cancer Foundation. The primary objectives of the Board of Directors are to provide strategic guidance, exercise fiduciary responsibility, and ensure the long-term success of the foundation.

2. Commencement of Policy

- 2.1 This Charter will commence from 19 September 2023.

3. Composition of the Board

- 3.1 The Board shall consist of a diverse group of individuals with varied skills, experiences, and backgrounds, in alignment with the foundation's strategic goals.
- 3.2 The Board shall comprise of non-executive directors, including independent directors, to ensure an appropriate balance of perspectives.

4. Roles and Responsibilities

- 4.1 The Board shall provide strategic direction and approve major policies, initiatives, and business / strategic plans.
- 4.2 The Board shall oversee the performance of senior management and ensure effective succession planning.
- 4.3 The Board shall monitor financial performance, risk management, and compliance with laws and regulations.
- 4.4 The Board shall establish committees, as deemed necessary, to address specific functions and define their respective charters.

5. Meetings and Decision-Making

- 5.1 The Board shall meet regularly, with a minimum frequency of quarterly and additional meetings as required.
- 5.2 Agendas for Board meetings shall be prepared in advance and distributed to directors.
- 5.3 Decisions shall be made through a majority vote of attending directors, (a quorum of 3 to be present), with the Chairperson having the casting vote in case of a tie.

6. Code of Conduct and Ethics

- 6.1 Directors shall adhere to the foundation's Code of Conduct and Ethics, acting in an honest, ethical, and transparent manner.



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- 6.2 Conflicts of interest shall be disclosed and managed appropriately.
- 6.3 Confidentiality shall be maintained at all times to safeguard the interests of the beneficiaries and members in accordance with the constitution.

7. Communication and Transparency

- 7.1 The Board shall maintain effective communication with shareholders, stakeholders, and the management team and staff.
- 7.2 Material information shall be disclosed in a timely and accurate manner to ensure transparency and accountability.

8. Performance Evaluation

- 8.1 The Board shall conduct periodic assessments of its own performance, as well as that of its committees and individual directors.
- 8.2 Evaluation criteria shall include effectiveness, contribution, independence, and adherence to Board principles.

9. Succession Planning

- 9.1 The Board shall oversee a robust succession planning process for key leadership and non-leadership positions, including the CEO.

10. Review and Amendment

- 10.1 This Board Charter shall be reviewed periodically to ensure its relevance and effectiveness.
- 10.2 Amendments to the charter shall require a majority vote of the Board.

11. Conclusion

- 11.1 This Board charter reflects the commitment of the Board of directors to uphold the highest standards of governance, integrity, and accountability in guiding the affairs of the Kids with Cancer Foundation.

Variations

The KWCF Board reserves the right to vary this charter from time to time.

Charter version and revision information

This Charter has been Authorised by:

Directors of Kids with Cancer Foundation
(Australia) Limited