BOARD CHARTER

LAST REVIEWED: 25 JUNE 2026

DUE TO BE REVIEWED: 25 JUNE 2027

Adopted by The Kids Research Institute Australia Board on 25 June 2026

1. PURPOSE

The Board supports The Kids Research Institute Australia ("The Kids") in fulfilling its governance responsibilities by providing leadership and oversight of strategy and risk management, for The Kids.

This Charter sets out the role, responsibilities, authority, composition and operations of the Board, and provides the governance framework through which the Board discharges its duties.

2. DUTIES AND RESPONSIBILITIES

The role of the Board is to provide leadership for, and supervision over, the affairs of The Kids with a focus on strategy and risk, promoting its long-term sustainability and advancement of its charitable purpose.

In carrying out that role, the Board is responsible for the following matters.

Strategy, Purpose and Stewardship

i. Approve and oversee The Kids' vision, mission, purpose, values and strategic direction.

ii. Monitor The Kids' performance in achieving its mission against approved strategic plans and key objectives and oversee the use of resources in furtherance of The Kids' charitable purpose.

iii. Oversee the long-term sustainability of The Kids, including its financial sustainability, reputation, stakeholder confidence and organisational culture.

Executive Leadership and Organisational Oversight

i. Appoint, support, monitor the performance of, and, where appropriate, remove the Executive Director.

ii. Approve the Executive Director's remuneration and oversee succession planning for the Executive Director.

iii. Oversee the performance of senior management and satisfy itself that appropriate organisational capability, culture and resources are in place.

Risk, Compliance and Governance

i. Oversee the effectiveness of The Kids' risk management, compliance and internal control frameworks.

ii. Monitor compliance with the Constitution, the Corporations Act 2001 (Cth), the Australian Charities and Not-for-profits Commission Act 2012 (Cth), ACNC Governance Standards and other applicable laws and regulations.

iii. Approve Board-owned corporate governance policies and frameworks, including conduct, conflict of interest, whistleblower and related party transaction policies.

iv. Oversee the adequacy of insurance arrangements, including Directors' and Officers' insurance, and receive advice from the relevant Board Committee where appropriate.

Financial Oversight and Sustainability

i. Approve the annual budget and oversee material reforecasts, financial performance, liquidity, solvency and reserves.

ii. Approve the annual financial statements and oversee the integrity of financial reporting, accounting policies, internal financial controls and treasury management.

iii. Approve or oversee material borrowing, guarantees, unbudgeted expenditure, capital commitments and other significant financial matters as set out in the approved Delegation of Authority Policy.

Ethics, Culture and Stakeholder Accountability

i. Promote a culture of lawful, ethical and responsible conduct consistent with The Kids' values and charitable purpose.

ii. Oversee frameworks for appropriate stakeholder engagement.

iii. Take reasonable steps to be accountable to members, donors, regulators and other key stakeholders.

Board Committees and Delegations

i. Establish Board Committees to assist in the discharge of the Board's responsibilities and approve Committee Charters, membership and delegated authority.

ii. Approve the Delegations of Authority Policy and Schedule(s), receive reporting on material delegated decisions and approve any exceptions.

3. DIRECTORS' DUTIES

In carrying out their responsibilities, Directors must exercise their powers and discharge their duties:

i. with reasonable care and diligence;

ii. in good faith in the best interests of The Kids and to further its charitable purpose;

iii. for a proper purpose;

iv. without improper use of position or information;

v. with prompt disclosure and proper management of actual, perceived or potential conflicts of interest;

vi. in a manner that supports the responsible management of The Kids' financial affairs; and

vii. with due regard to solvency, legal compliance, public trust and confidence in the charitable sector.

4. AUTHORITY AND ACCOUNTABILITY

i. The Board is the governing body of The Kids and derives its authority from the Constitution and applicable law.

ii. The Board may delegate authority to Committees, the Executive Director and other officers in accordance with the Constitution, Board and Committee Charters and the Delegation of Authority Policy but retains ultimate accountability for the oversight of The Kids.

iii. The Board may continue to exercise any of its powers despite a delegation.

iv. If there is any inconsistency between applicable law, the Constitution, Board resolutions, this Charter or the Delegations of Authority Policy and Schedules, the higher order instrument prevails in that order.

Matters Reserved to the Board

Without limitation, the Board reserves to itself authority over matters of strategic significance, material risk or legal/regulatory significance, including:

i. approval of strategy, annual budget and material reforecasts;

ii. appointment, performance review, remuneration and removal of the Executive Director;

iii. approval of Board-owned governance policies, including but not limited to this Charter and the Delegations of Authority Policy;

iv. approval of matters outside delegated authority thresholds, including material litigation, major financing, guarantees, major unbudgeted expenditure and major structural or strategic decisions;

v. approval of related party transactions requiring Board approval under policy or law; and

vi. approval of any matter required by law, the Constitution or Board policy to be determined by the Board.

5. BOARD MEMBERSHIP AND COMPOSITION

i. The size of the Board shall be determined in accordance with the Constitution.

ii. The Board will maintain an appropriate mix of professional expertise, sector knowledge, leadership experience, and diversity to ensure robust decision-making and to support The Kids' strategic direction and governance responsibilities.

iii. In considering Board composition, the Board will seek to promote diversity, inclusion, renewal and independence of thought.

iv. The Board, in assessing composition and identifying new appointees, shall:

- Aim for a gender-balanced Board, defined as comprising at least 40% women, 40% men, and up to 20% of any gender or gender diverse.
- Aim to increase the participation of Aboriginal and Torres Strait Islander peoples in The Kids' governance, by including at least one Aboriginal and/or Torres Strait Islander individual on the Board.

v. A failure to achieve or maintain these objectives at any particular time does not invalidate any Board appointment, election, meeting or decision.

vi. All Board appointments will be made through a formal and merit-based process that considers skills, experience, diversity, equity and inclusion. The Board will aim to ensure that a diverse set of candidates are considered for any new appointments.

vii. The Board will maintain and periodically review a Board skills matrix to inform appointments, professional development, succession planning and Board renewal.

viii. Directors must satisfy any eligibility and suitability requirements imposed by law, the Constitution and governance policies, and must have sufficient capacity to devote the time required to discharge their responsibilities effectively.

6. BOARD COMMITTEES

ix. The Board may establish standing or ad hoc Committees to assist in the execution of its responsibilities.

x. Each Committee will operate under a Board-approved charter that sets out its purpose, composition, delegated authority, responsibilities and reporting obligations.

xi. The Board appoints Committee members and determines all changes in membership and Committee responsibilities.

xii. Committees may include external members where the Board considers this appropriate and consistent with the relevant charter.

xiii. The standing Committees of the Board are:

- Commercialisation Committee
- Finance Committee
- People and Culture Committee; and
- Risk and Compliance Committee

7. APPOINTMENT, INDUCTION AND CONTINUING DEVELOPMENT

i. All Directors will receive a formal letter of appointment setting out the basis of appointment and relevant governance documentation.

ii. All new Directors will undertake an induction process, including meetings with the Chair and Executive Director and receipt of key governance, strategic, legal and financial documents.

iii. As part of induction, Directors will be required to review and acknowledge key governance requirements, including the Code of Conduct, Conflict of Interest requirements and confidentiality obligations.

iv. Directors are expected to maintain and develop the skills and knowledge necessary to perform their role effectively.

8. MEETINGS

i. The Board shall meet in accordance with the Constitution and as often as required to discharge its responsibilities effectively.

ii. Meeting dates shall be scheduled in advance.

iii. Members may attend in person or via electronic means where permitted by the Constitution and applicable law.

iv. A quorum shall consist of three (3) Directors, unless otherwise provided by the Constitution.

v. The Chair may invite members of management or external parties to attend Board meetings where relevant to an agenda item.

vi. Board papers shall ordinarily be distributed at least five (5) business days prior to the meeting and should be complete and concise.

vii. Additional meetings may be convened by the Chair or as otherwise permitted under the Constitution.

9. CHAIR

i. The Chair shall be appointed in accordance with the Constitution and wherever possible shall be a Non-Executive Director.

ii. The Chair is responsible for leading the Board, conducting Board meetings, facilitating its effective functioning and promoting constructive relations between the Board, Committees and management.

iii. In the temporary absence of the Chair, the Directors present shall elect a Chair for that meeting.

10. COMPANY SECRETARY

i. The Company Secretary shall be responsible for facilitating the Board's meetings and reporting obligations.

ii. The Company Secretary will prepare and send notices of meetings and agendas, maintain Board records, and accurately transcribe Board decisions.

iii. The Company Secretary will table correspondence, reports and other information relevant to the Board's activities and operations.

iv. Draft minutes of each Board meeting will be circulated to the Chair for review within seven (7) days of the meeting where practicable, and final minutes will be approved and signed at the earliest appropriate Board meeting.

11. ACCESS TO MANAGEMENT AND INDEPENDENT ADVICE

i. The Executive Director will keep the Board informed of relevant matters, policies, risks and developments, both internally and externally, that relate to the Board and its role.

ii. The Board shall have appropriate access to senior management for administrative support, advice and access to the organisation's information.

iii. Directors may obtain independent professional advice at The Kids' expense if required in order to properly discharge their duties as a Director, with the prior approval of the Chair, which will not be unreasonably withheld.

12. CONDUCT & CONFLICTS OF INTEREST

i. The Board has adopted The Kid's Code of Conduct, to align with The Kids' team and ensure the affairs of The Kids are conducted lawfully, ethically and with integrity.

ii. Directors are expected to avoid any action, position or interest that conflicts, or may reasonably be perceived to conflict, with the interests of The Kids, and must disclose conflicts promptly in accordance with applicable Board policy.

13. BOARD PERFORMANCE

i. The Board will undertake an annual evaluation of the performance of the Board, its Committees and individual Directors.

ii. The evaluation will consider the effectiveness of the Board's composition, decision-making, oversight, information flows, governance practices and performance against this Charter.

iii. Outcomes of the evaluation will be used to inform governance improvement actions, training, succession planning and Board renewal.

iv. The Board may periodically engage an external facilitator to support a more comprehensive performance review.

14. REPORTING TO MEMBERS AND REGULATORS

i. The Board will ensure The Kids meets its reporting and accountability obligations to members in accordance with the Constitution and applicable law.

ii. When an Annual General Meeting is held, the Board will ensure members receive appropriate reports and an opportunity to raise matters in accordance with the Constitution.

iii. The Board will oversee compliance with ACNC annual reporting obligations, including the submission of the Annual Information Statement and any required financial report.

iv. The Board will oversee the appointment, independence and performance of the external auditor, supported by the Finance Committee where appropriate.

15. REPORTING

The Board will receive reports from its Committees after each Committee meeting or as otherwise specified or requested.

16. REVIEW

This document will be reviewed annually by the Board to ensure it remains consistent with the Board's authority, objectives and responsibilities and that it aligns with the Constitution and applicable law. All amendments to the Charter will be approved by the Board.