



Board and Committee Charters and Governance Policies

Movember Foundation New Zealand

Adopted by a resolution of the Trustees on 13 August 2015

Amended by a resolution of the Trustees on 29 September 2015

Amended by a resolution of the Trustees on 11 August 2016

Amended by a resolution of the Trustees on 15 December 2016

Table of contents

Board Charter	1
Board Policy 01: Independence and Conflicts of Interest	7
Board Policy 02: Risk Management.....	10
Board Policy 03: Board Performance Evaluation.....	12
Board Policy 04: CEO and EDP Performance Evaluation	13
Board Policy 05: Finance & Audit Committee Charter.....	15
Board Policy 06: Code of Conduct for Trustees and Officers.....	18
Board Policy 07: Remuneration Committee Charter.....	22
Board Policy 08: Charter: Movember Global Scientific Committee and Research Advisory committees	24
Board Policy 9 Charter: Movember Global Prostate Cancer Outcomes Committee	27
Board Policy 10 Charter: Movember Foundation Global Men’s Health Advisory Committee	30

Board Charter

Adopted by a resolution of the Trustees on 13 August 2015

1 Governance Statement

Introduction

The Board of Trustees of Movember Foundation New Zealand (“the Foundation”) aim to set the highest standards possible for the performance of the Foundation.

Role of the Board

- 1.1 The Board of Trustees is responsible, and primarily accountable to the Movember Members for the effective governance of the Foundation. Movember Members are Movember “Mo Bros” and “Mos Sistas” and other people that make donations to Movember; Movember sponsors and partners, and Movember men’s health partners. This means that the Board is responsible for directing and controlling the Foundation, guiding and monitoring its strategy and business affairs.

Role of management

- 1.2 The governance of the Foundation is carried out through the delegations of appropriate authority to the Chief Executive Officer (**CEO**) and Executive Director, Programs (**EDP**), and through the CEO and EDP, to management of the Foundation.

Purpose of this Charter

- 1.3 The Board has adopted this Charter as a guiding framework for the governance of the Foundation. In addition a Trustees Code of Conduct has been adopted by the Board, and also a range of relevant governance policies, all of which are attached to this Charter (or available on the Foundation’s website). All Trustees, individually and as a Board, are required to agree, upon appointment, to act in accordance with this Charter, the Code of Conduct and the Policies.

2 Role of the Board

General

- 2.1 The role of the Board, as the body ultimately responsible for the governance of the Foundation, specifically consists of the following major functions, which are further detailed in this Charter:
- 2.1.1 providing reporting, transparency and accountability to Members / stakeholders;
 - 2.1.2 appointment and performance management of the CEO and EDP;
 - 2.1.3 review, contribute to and approve Foundation strategy;
 - 2.1.4 development of key Foundation policy;
 - 2.1.5 risk management for the Foundation;
 - 2.1.6 legal and regulatory compliance;
 - 2.1.7 monitoring management and operations; and
 - 2.1.8 succession planning for the Board and key management roles.

Accountability to Members and stakeholders

- 2.2 The Board is primarily responsible and accountable to Foundation's Members to oversee the proper management and conduct of the business of Foundation.
- 2.3 The Board discharges this accountability through:
- 2.3.1 A Movember annual report, available publicly; and
 - 2.3.2 through other communication channels (eg on the Foundation's website, media statements, broadcast emails, social media).

Appointment and performance management of the CEO and EDP

- 2.4 The Board is responsible for the appointment of the Foundation's CEO and EDP, and for ensuring a strong ongoing relationship with the CEO and EDP for the benefit of the Foundation.
- 2.5 This is done through:
- 2.5.1 encouraging a strong working relationship between the Chairman, on behalf of the Board, and the CEO and EDP respectively;
 - 2.5.2 ensuring clear terms of appointment, position description and delegations are in place for the CEO and EDP at all times;
 - 2.5.3 agreeing on annual key performance indicators (**KPIs**) for the CEO and EDP at a time determined by the Board;
 - 2.5.4 conducting annual performance reviews of the CEO and EDP, including considering achievement of the agreed KPIs;
 - 2.5.5 regular ongoing reporting by the CEO and EDP to the Board;
 - 2.5.6 working with the CEO and EDP to ensure that CEO and EDP succession plans are in place; and
 - 2.5.7 having involvement in the selection by the CEO and EDP of key executives of the Foundation.

Approval of Foundation strategy

- 2.6 The Board is responsible to ensure that the Foundation is pursuing appropriate strategies for the future security and growth of the Foundation.
- 2.7 It does so by delegating certain responsibilities to the CEO and EDP for the development of strategy, but retains the following responsibilities:
- 2.7.1 agreeing with the CEO and EDP the annual cycle and process for review of strategic plans, including which stakeholders are to be involved and how;
 - 2.7.2 ensuring that the whole Board contributes to the strategic planning and review processes;
 - 2.7.3 ensuring that strategy development includes proper consideration by Board and Management of associated risks and opportunities;
 - 2.7.4 ensuring that all approved strategic plans include clear and measurable financial and other objectives;
 - 2.7.5 requiring that business plans and budgets are prepared (and provided for information to the Board) to support the agreed strategic plans; and
 - 2.7.6 monitoring and reviewing the performance of the Foundation against the agreed strategic plans and goals.

Development of key Foundation policy

2.8 The Board develops key governance policies, including policies dealing with:

Reference	Policy
Board Policy 01	Independence and Conflicts of Interest
Board Policy 02	Risk Management
Board Policy 03	Board Performance Evaluation
Board Policy 04	CEO Performance Evaluation
Board Policy 05	Audit Committee Charter
Board Policy 06	Code of Conduct for Trustees and Officers
Board Policy 07	Remuneration Committee Charter
Board Policy 08	Charter: Movember Global Scientific Committee and Research Advisory committees
Board Policy 09	Charter: Movember Global Prostate Cancer Outcomes Committee
Board Policy 10	Charter: Movember Foundation Global Men's Health Advisory Committee

Risk management for the Foundation

2.9 The Board is responsible for managing the risks that may impact the assets and undertaking of the Foundation.

2.10 This is done by ensuring that there is an appropriate documented system for risk management and that it is regularly monitored, reviewed and updated.

Legal and regulatory compliance

2.11 The Board is responsible for ensuring that the Foundation complies with all of its legal and regulatory obligations.

2.12 This is done by ensuring that there are appropriate systems and resources in place to comply with all relevant obligations and by monitoring such systems and resources.

Monitoring management and operations

2.13 The Board is responsible for the development of appropriate internal controls to monitor and supervise the implementation of agreed strategies and policies and the financial and other performance of the Foundation against approved strategies, budgets, and delegations.

2.14 This is done through:

2.14.1 reviewing and approving annual budgets for the Foundation and any material variations;

2.14.2 reviewing and approving the Foundation's organisational structure;

2.14.3 approving multi-year expenditure on Programs;

2.14.4 receiving regular management reporting at Board meetings;

2.14.5 working with the Foundation's auditors to ensure, as far as reasonably possible, appropriate integrity in financial reporting of the Foundation;

- 2.14.6 appropriate use of Committees of the Board in areas requiring detailed attention or monitoring;
- 2.14.7 regular evaluations of the effectiveness of each of the following:
 - (a) the Board (including individual Trustee evaluations); and
 - (b) the CEO and the EDP.

Board composition and succession planning

- 2.15 The Board is responsible for ensuring that the Board consists of an appropriate number of Trustees with the necessary skills to undertake the functions set out in this Charter.
- 2.16 This is done by:
 - 2.16.1 regularly reviewing the composition of the Board, including appropriate mix of skills, experience and independence; and
 - 2.16.2 where appropriate, identifying and selecting nominees for appointment to the Board.

3 Composition of the Board

Board composition

- 3.1 Under the Foundation's Governing Rules, the Board comprises at least three Trustees, and not more than ten Trustees. The Board should:
 - 3.1.1 comprise a majority of independent Trustees;
 - 3.1.2 comprise people with a broad range of experience, expertise, skills and contacts relevant to the Foundation and its business at the relevant point in time;
 - 3.1.3 comprise people who are financially literate (i.e., they must be able to read and understand financial statements); and
 - 3.1.4 include an independent Chairman.
- 3.2 Except for founding member Trustees and Trustees with an executive role, Trustees will be appointed for a term of three years and may be re-appointed twice. Trustees will be eligible for re-appointment to the Board after twelve months absence from the Board.

Independence and conflicts of interest

- 3.3 The Board's policy on independence is set out in its Policy on Independence and Conflicts of Interest Policy (see Board Policy 01).
- 3.4 In devising its policy on independence, the Board's emphasis is to encourage independent and objective judgement amongst all Trustees, at all times, irrespective of their backgrounds.

Training

- 3.5 Trustees should be provided with proper information in relation to the Foundation before accepting appointment.
- 3.6 Trustees should be able to access professional development activities, for improved knowledge, skills or information required to enable the Board to carry out its role.

Independent advice for Trustees

- 3.7 Each Trustee is entitled to obtain professional advice in relation to the Foundation's affairs at the Foundation's cost conditional upon the Chairman's prior written approval.

Chairman of the Board

- 3.8 The role of the Chairman of the Board is occupied by a separate individual from the CEO or EDP. Moreover, it is required that an 'independent' Trustee be Chairman.
- 3.9 The Chairman of the Board acts as leader of the Board in carrying out the Board's role under this Charter, including by:
- 3.9.1 presiding as Chairman at all meetings of the Board;
 - 3.9.2 planning, and setting the agenda, for meetings of the Board in consultation with the CEO, EDP and other members of the Board;
 - 3.9.3 ensuring, as far as possible, that the Board has full information on which to base its decisions on the business of the meeting;
 - 3.9.4 building a strong working relationship within the Board and between the Board and the CEO and EDP;
 - 3.9.5 leading the Board in developing a strong commitment to good governance practices; and
 - 3.9.6 with the CEO and EDP, representing the views of the Board outside the boardroom, provided that both the CEO, EDP and the Chairman are the delegates of the Board for this purpose and do not, except in emergency, have the authority to represent positions or views that have not previously been approved by the Board.

4 Board meetings

Full Board

- 4.1 The Board will meet as often as they consider necessary in order to carry out their duties and responsibilities and as required by the business of the Foundation. Under normal circumstances, the Board should meet at least five times each financial year, with a minimum of three face to face meetings, including a two day strategy offsite each year.
- 4.2 Under the Foundation's Governing Rules, at a meeting of Trustees a quorum is four Trustees.

Board papers and minutes

- 4.3 Papers for Board and Committee meetings should be circulated at least five days before the relevant meeting but in all cases on reasonable notice.
- 4.4 Draft minutes of Board and Committee meetings (for consideration and approval at the next relevant meeting) should be circulated within 21 days, or as soon as is practical, following each meeting.

Confidentiality

- 4.5 All proceedings of the Board including papers submitted and presentations made to the Board must be kept confidential and not disclosed or released to any person other than Board members except as required by law or as agreed by the Board.

Board Policy 01: Independence and Conflicts of Interest

Adopted by the Board on 13 August 2015

1 Purpose of this Policy

- 1.1 The Board has adopted this Policy:
 - 1.1.1 to assess the independence of Trustees; and
 - 1.1.2 to handle conflicts which may arise for Trustees.

2 Independence

Board policy on 'independence'

- 2.1 Independence is about whether a Trustee is independent of management and free of outside influences which could materially interfere with the independent and objective judgement of the Trustee.
- 2.2 Generally, an independent Trustee will:
 - 2.2.1 be a non-executive Trustee;
 - 2.2.2 not have, within the last three years, been employed in an executive capacity by the Foundation, or been a Trustee after ceasing to hold any such employment;
 - 2.2.3 not be a principal or employee of a material professional advisor or consultant to the Foundation;
 - 2.2.4 not be a material supplier or customer of the Foundation;
 - 2.2.5 not have a material contractual relationship with the Foundation other than as a Trustee;
 - 2.2.6 be free from any interest and any business or other relationship, which could, or could reasonably be perceived to, materially interfere with the Trustee's ability to act in the best interests of the Foundation; and
 - 2.2.7 not have served on the Board for a period which could, or could reasonably be perceived to, materially interfere with the Trustee's ability to act in the best interests of the Foundation.
- 2.3 The Board will have regard to these factors in determining the independence of a particular Trustee, but the overriding consideration will be whether a Trustee is independent of management and free of outside influences which could materially interfere with the independent and objective judgement of the Trustee.
- 2.4 The Board will periodically assess the Independence of each Trustee in the light of the interests disclosed by them, and each Trustee will provide the Board with all relevant information for this purpose in accordance with the Declaration of Interests process.

Independence is distinct from conflicts of interest

- 2.5 A Trustee's independence is different to whether that Trustee has or could be perceived to have a conflict of interest. The Board considers that the concepts of 'independence' and 'conflicts' should be distinguished for the purposes of assessing the independence of a Trustee.

- 2.6 Any determination regarding independence does not change a Trustee's obligations in relation to addressing conflicts of interest. The Board's policy on conflicts is set out below.

3 Conflicts of interest

Meaning of Conflict

- 3.1 In this Policy, Conflict refers to:
- 3.1.1 any conflict or potential conflict including any direct or indirect interest in a proposed or existing transaction (a Conflict of Interest); and
 - 3.1.2 a situation or duty in which a Trustee has or could have a direct or indirect interest which conflicts or possibly may conflict with the interests of the Foundation including a wish or duty to exploit any property, information or opportunity (a Conflict of Duty).
 - 3.1.3 Conflicts of Interest and Conflicts of Duty also apply to people connected to the Trustees including any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner or anyone living with the Trustee as his or her partner.
- 3.2 Trustees will comply with both the letter and spirit of the law and of this Policy relating to the handling of Conflicts. When in doubt as to whether a Conflict exists, or might be perceived to exist, Trustees will adopt a cautious approach and will assume that there is a Conflict and act accordingly.

Standing agenda item

- 3.3 Conflicts will form a standing item on the agenda of all meetings of the Board, and the Chair will ask all Trustees to declare all Conflicts at the meeting.

Protocol in the event of a Conflict

- 3.4 Where a matter on the agenda of a Board meeting is identified before the meeting as involving a Conflict for a Trustee/s, the Chief Executive Officer will consult with the Chairman, or in the case of a Conflict involving the Chair, then with another appropriate non-conflicted Trustee, and if appropriate the Trustee/s affected by the perceived Conflict will not be sent the papers on that matter and will be informed of the reasons.
- 3.5 Where a matter discussed at a Board meeting involves a Conflict, the Trustee affected must disclose full details of the Conflict verbally, and:
- 3.5.1 the declaration will be incorporated in the minutes of the meeting;
 - 3.5.2 after disclosure of the Conflict and all material facts, and after any discussion with the potentially Conflicted Trustee, the potentially Conflicted Trustee shall leave the Board meeting while the determination of the potential Conflict is discussed and voted upon;
 - 3.5.3 if the other Trustees are satisfied that the Conflict is not significant and does not create a real danger of bias or appearance of bias the conflicted Trustee may fully participate in the discussions and voting, unless the Board resolves otherwise;
 - 3.5.4 if the other Trustees are satisfied the Conflict creates a significant danger of bias or Conflict of Duty (the Conflict affects the Trustee or a person connected to the Trustee more than the generality affected by the decision)

the Trustee must not vote or participate in discussions, unless the Board resolves otherwise;

3.5.5 if the other Trustees are satisfied that it is an *actual* Conflict:

- (a) the conflicted Trustee must, if required by the Board, provide full details of the Conflict and other related information as reasonably required;
- (b) the conflicted Trustee must withdraw from the meeting room while the matter is discussed, and the minutes noted accordingly;
- (c) before withdrawing, the conflicted Trustee may address the Board or ask or answer any questions in relation to the matter (but it is in the discretion of the Board whether it is appropriate to answer the question);
- (d) The Chairman shall, if appropriate, appoint a disinterested Trustee to investigate alternatives to the proposed transaction or arrangement involving the Conflicted Trustee;
- (e) After exercising due diligence, the Board shall determine whether the Foundation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a Conflict;
- (f) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a Conflict, the Board shall determine by a majority vote of the disinterested Trustees whether the transaction or arrangement is in the Foundation's best interest, for its own benefit, and whether it is fair and reasonable;
- (g) those Trustees unaffected by the Conflict must consider whether the Conflict requires other action to be taken; and
- (h) all of the above shall be noted in the minutes of the meeting of the Board.

3.6 Full details of all discussions and resolutions of the Board, in the absence of a conflicted Trustee, are to be recorded in the minutes of the meeting, and, if thought desirable in the interests of the Foundation, that part of the minutes may be withheld from the conflicted Trustee.

Board Policy 02: Risk Management

Adopted by the Board on 13 August 2015

1 Purpose of this Policy

- 1.1 In its governance role, and particularly in exercising its duty of care and diligence, and associated legal duties, the Board is responsible for ensuring that appropriate risk management policies and procedures are in place to protect the assets and undertaking of the Foundation. The Trustees have a general duty to take reasonable steps to assess and manage risks to the organisation's activities, beneficiaries, property, work and reputation.
- 1.2 This Policy is adopted to ensure fulfilment of those duties and responsibilities.

2 Policy

General approach

- 2.1 Underpinning this policy, the Board adopts an active approach to risk management which recognises that the Foundation is engaged in activities, which necessarily demand that the Foundation take certain usual business, entrepreneurial and operational risks.
- 2.2 Accordingly, and in the interests of the enhanced performance of the Foundation, the Board embraces a responsible approach to risk management, as a risk-aware Foundation, and not a risk-averse one and requires the CEO to ensure that an approach to managing risk is implemented as part of the day to day operations of the Foundation, identifying and managing the material risks in the following categories:
- 2.2.1 strategic risks;
 - 2.2.2 operational risks;
 - 2.2.3 compliance risks; and
 - 2.2.4 reputational risks.
- 2.3 The identified risks are set out in the Foundation's Risk Register, and mitigation plans for these risks are to be developed with a view to ensuring that, rather than being a complete and stand-alone document, the Foundation's risk mitigation plans are part of the day to day business and project decision-making within the Foundation.
- 2.4 The Foundation's approach to prudent risk management does not require that all risks be identified and eliminated, but that procedures are in place to identify material risks and, where the likelihood and/or consequences of such a risk occurring so demand, that steps be taken to minimise, eliminate or transfer that risk.
- 2.5 Specifically, in managing risk, the Board and Management are to adhere to the following principles:
- 2.5.1 When considering new strategies or projects, management is to analyse the major risks of those opportunities being secured or being lost, and will consider appropriate strategies for minimising or mitigating those risks where they are identified.
 - 2.5.2 The Risk Register will be reviewed regularly by the Board.

- 2.5.3 The Foundation will, where thought prudent by the CEO, EDP or the Board, take appropriate external advice to determine the best way to manage a particular risk.
- 2.5.4 Financial risk will be managed by the whole of the Board working closely with the CEO and EDP to ensure that the financial statements and other financial reporting are rigorously tested prior to submission for audit.
- 2.5.5 To complement risk management by the Foundation, appropriate insurances are to be in place, and advice taken from the Foundation's brokers or insurers where necessary, to cover the usual risks for businesses such as that of the Foundation, and where practicable, to cover any particular extraordinary risks which arise in the circumstances of the Foundation.
- 2.5.6 The Foundation's approach to risk management, and the effectiveness of its implementation, is to be reviewed formally at least annually by the Board.

Board Policy 03: Board Performance Evaluation

Adopted by the Board on 13 August 2015

1 Purpose of this Policy

- 1.1 To assist the Board in its role of monitoring performance of the Foundation, the Board has undertaken to regularly evaluate the performance of the Board (including individual Trustees) and the Committees of the Board.
- 1.2 Those evaluations will occur in accordance with this Policy.

2 Policy

Reviews

- 2.1 Every two years there will be an evaluation of the performance of the Board (including Trustees and Committees).
- 2.2 The purpose of the evaluation is to evaluate how effectively the Board, the Trustees and the Committees are fulfilling their role and duties.

Process for reviews

- 2.3 The evaluation will be carried out by a Trustee or any other persons nominated by the Board.

Outcomes of reviews

- 2.4 All reviews are to include open discussion by the Board of the results of the evaluations and to decide any changes which are required to be made by the Board to address any lack of performance and to agree the goals for the Board and, separately, for its Committees for the ensuing year. Board and Committee goals will always be set having regard to the approved strategy of the Foundation.
- 2.5 If particular concerns arise from the evaluation in relation to any individual Trustee, or Committee, the Chairman will meet with that Trustee, or Chairman of that Committee, to discuss the concerns and any actions to be taken as a result. If the concerns relate to the Chairman, then the Chairman will discuss the matter as appropriate with the Board.

Regular feedback

- 2.6 Trustees will also be encouraged to provide feedback on a regular basis on the conduct of Board meetings and other business, and the preparation for them, in order to assist in the continual improvement of the way the Board carries out its role at a 'micro' level. For this purpose, it will be a standing item on the agenda at the end of each meeting, to ask for feedback or concerns of Trustees with respect to the way in which the meeting, or preparation for it, could have been improved, or any other issues of concern to Trustees with respect to the conduct of Board business.

Board Policy 04: CEO and EDP Performance Evaluation

Adopted by the Board on 13 August 2015

1 Introduction

- 1.1 To assist the Board in its role of monitoring performance of the Foundation and to ensure that the CEO and EDP are given a clear understanding of the Board's expectations of the CEO and EDP, the Board has undertaken to regularly review the performance of the CEO and EDP.
- 1.2 This Policy expresses the Board's policy for review of the CEO's and EDP's performance. In this Policy, the term "Executive" is used to describe each of the CEO and EDP.

2 Policy

Ongoing and formal reviews

- 2.1 There will be:
 - 2.1.1 monthly reports from each Executive to the Board in the regular monthly reporting cycle, in the form and containing the information which the Board and each Executive from time to time decide together to be appropriate;
 - 2.1.2 written annual reviews of each Executive's performance; and
 - 2.1.3 informal/verbal interim 6-monthly interim reviews of each Executive's performance.

Annual reviews

- 2.2 Each Trustee will be invited to provide written or verbal comments to the Chairman as to the performance of the each Executive against the respective Executive's then current role description and KPIs (which were agreed out of the previous annual performance review).
- 2.3 Each Executive will be requested to report to the Chairman setting out how the Executive believes he/she has worked to achieve against the Executive's then current role description and KPIs.
- 2.4 The Chairman and/or another Trustee involved in the review process will meet with each Executive, once all comments and the relevant Executive's Report have been received to:
 - 2.4.1 discuss any matters (positive or negative) raised by the feedback received and the Executive's Report;
 - 2.4.2 give useful feedback to the Executive as to the Board's expectations of the Executive and the ways in which those expectations have been met, exceeded or not met and how the Executive's performance can be improved in the view of the Board;
 - 2.4.3 discuss and agree with the KPI's for the Executive for the following year, for submission to the Board for approval. KPIs for the Executive will always be prepared having regard to the then strategic priorities and objects of the Foundation;
 - 2.4.4 discuss and review remuneration for the Executive including in conjunction with any external benchmarks; and

- 2.4.5 discuss and agree with the Executive any amendments which may appear to be required to be made to the Executive's then current role description, for submission to the Board for approval.
- 2.5 The Chairman will report to the Board (verbally or in writing) the relevant Executive's KPIs which are recommended to the Board for approval (or modification if required) for the following year.
- 2.6 The results of the process will be appropriately taken in to account in the Executive's salary review each year. The Executive's salary will be externally benchmarked.

Interim 6-monthly reviews

- 2.7 Informal interim reviews of each Executive's performance will be conducted by discussion between the Chairman and the relevant Executive so as to:
 - 2.7.1 give the Executive regular and useful feedback of relevance to preparing for the annual review;
 - 2.7.2 inform the Executive of issues of concern which the Board may wish the Executive to address in preparation for the full review; and
 - 2.7.3 give the Executive an opportunity to give feedback to the Board of issues of concern which the Executive may have, such as any resourcing or other factors which are inhibiting performance and which are beyond the power of the Executive to influence.

Board Policy 05: Finance & Audit Committee Charter

Adopted by the Board on 13 August 2015

Amended by a resolution of the Board on 15 December 2016

1 Role of the Committee

- 1.1 The role of the Committee is to assist the Board in discharging its obligations with respect to:
- 1.1.1 ensuring the integrity and reliability of information prepared for use by the Board, including financial information;
 - 1.1.2 ensuring the integrity of the Foundation's internal controls affecting the preparation and provision of that information in determining policies or for inclusion in the financial report;
 - 1.1.3 appointing appropriate parties (including external parties) to carry out internal audits and supervising such internal audits; and
 - 1.1.4 appointing external auditors and supervising external audits as are required by applicable law.

2 Composition and administration

Composition and meetings

- 2.1 The Committee will be appointed by the Board and shall consist of the following:
- (a) At least 3 members, of which at least 2 must be Trustees;
 - (b) Members who are financially literate (i.e., they must be able to read and understand financial statements);
 - (c) A majority of independent Trustees or external appointees;
 - (d) Members who do not have a material financial interest in any entity doing business with the Foundation; and
 - (e) At least one member with financial expertise (i.e., is a qualified accountant or other financial professional with experience of financial and accounting matters).
- 2.2 The Committee shall be chaired by a Trustee who is not Chairman and is otherwise independent.
- 2.3 Subject to clause 2.1(a) of this Charter, the Board may appoint to the Committee suitably qualified external appointees that are not members of the Board.
- 2.4 The Committee will meet at least twice each year.

Term

- 2.5 The Board will confirm membership of the Committee yearly.
- 2.6 Members of the Committee may serve for a maximum term of three years and may be reappointed twice.

3 Specific Responsibilities of the Finance & Audit Committee

Audit responsibilities

- 3.1 Directly oversee an external audit tender process at least every 5 years.
- 3.2 Appoint and terminate external auditors following the tender process carried out under clause 3.1 including in relation to compensation of the external auditors.
- 3.3 Annual review and reappointment of external auditors in the years in which a tender process will not be undertaken.
- 3.4 Determination of the scope of internal and external audit, and the development of audit plans.
- 3.5 Review the form and content of representation letter/s provided by the external auditors and management representation letters provided by management to the external auditors.
- 3.6 Make recommendations to the Board regarding any exceptions or qualifications reported, or recommendations made, by the external auditor in the auditor's opinion and management letter.
- 3.7 Monitor implementation of any actions required by the Board to be taken by management to address any exceptions or qualifications reported, or recommendations made, by the external auditor.
- 3.8 Liaise with the external auditors, including at least one meeting each year with the auditors, including a portion of the meeting in absence of all management, in relation to the preparation of the audited accounts of the Foundation and other control issues.
- 3.9 Review and determine whether to accept the audit, which shall include, but not be limited to, assuring that any non-audit services performed by the auditing firm confirm with standards for auditor independence under applicable law and approving the performance of the non-audit services, if any, by the auditing firm.
- 3.10 Presenting and recommending the acceptance of the annual audit to the Board.

Accounting policies and funding oversight

- 3.11 Review key accounting policies established by management and make recommendations to the Board in relation to accounting policies, or changes, or required changes, to the major accounting policies of the Foundation.
- 3.12 Receive and review reports from management and the external auditors regarding compliance with approved accounting policies.
- 3.13 Review and approve budget and reserve allocations for Board-approved program investments in accordance with any relevant policies and processes.

Integrity of Audit and Risk Controls

- 3.14 Evaluate the adequacy and effectiveness of the internal financial and other controls used by the Foundation to ensure the accuracy and integrity of all information provided to the Board and to others outside the Foundation.
- 3.15 Where the Committee considers it necessary, it will enquire into the resources, systems and controls of the Foundation as they affect the audit, financial management, risk or compliance functions or the integrity of the systems and controls relating to those functions, and will make any resulting recommendations to the Board.

- 3.16 Review and make recommendations to the Board on delegated authorities for financial expenditure and contractual commitments.

4 Authority and powers of the Finance & Audit Committee

Authority

- 4.1 The Committee has authority to:
- 4.1.1 investigate any matter brought to its attention;
 - 4.1.2 obtain any information that it requires from any employee of Foundation in order to discharge its responsibilities;
 - 4.1.3 have direct access to any employee or contractor of the Foundation and seek any information that it requires from any employees of the Foundation in order to discharge its responsibilities; and
 - 4.1.4 have direct access to independent auditors, Foundation, tax and other financial advisors and Foundation papers and lawyers.

Powers

- 4.2 The Committee has an advisory role to assist the Board and does not have any power to commit the Board to any recommendation or decision made by it except as noted in paragraphs 3.1 to 3.5 and 3.13 of this Charter, or if it otherwise has express delegated authority from the Board.

5 Audit engagement policy

- 5.1 The Committee's criteria for selecting external auditors includes the following:
- 5.1.1 the extent of any current or past connection or association with the Foundation or with any member of senior management that could in any way impair, or be seen to carry with it any risk of impairing, the independent external view they are required to take in relation to the Foundation;
 - 5.1.2 their general reputation for independence and probity and professional standing within the business community;
 - 5.1.3 their knowledge of the industry within which the Foundation operates; and
 - 5.1.4 the extent to which audit staff employed by the external audit partner, including the partner or other principal with overall responsibility for the engagement, are required to be rotated periodically, and in any event at intervals not exceeding five years, so as to avoid any risk of impairing the independent external view that the external auditors are required to take in relation to the Foundation.

6 Charter Reviews for Finance & Audit Committee

- 6.1 This Charter will be reviewed, and, if appropriate, updated by the Board on recommendation from the Committee every 2 years.

Board Policy 06: Code of Conduct for Trustees and Officers

Adopted by the Board on 13 August 2015

1 Code objectives

- 1.1 Members and the broader community have particular expectations about the way in which the Foundation operates.
- 1.2 The objectives of this policy are to guide behaviour, enhance investor confidence in the Foundation and demonstrate the commitment of the Foundation to ethical standards and practices.

2 Who does this Code apply to?

- 2.1 This policy applies to all Trustees, and all executives of the Foundation (**Officers**).

3 Standard of behaviour

- 3.1 All Trustees and all Officers and of the Foundation must, as far as possible, act with the utmost integrity and objectivity, striving at all times to enhance the reputation and performance of the Foundation and the Group and to uphold public confidence in charities. The Trustees and Officers of the Foundation must act in the best interests of the Foundation and all its Members and, to the extent consistent with this primary duty, also take into account the interests of, staff, clients, funders, and all other stakeholders in the Foundation.
- 3.2 If an Officer becomes aware of unlawful or unethical behaviour, he or she will report it to the Chairman. The identity of the Officer reporting the violation in good faith will remain confidential.

4 Interests of legitimate stakeholders

- 4.1 In making decisions on behalf of the Foundation, Trustees and Officers will respect and have regard to the bona fide interests of legitimate stakeholders in the Foundation, including its Members, employees, customers, clients, partners and suppliers.
- 4.2 The Foundation will not knowingly infringe the legal rights of legitimate stakeholders, and will take reasonable steps to minimise the risk of doing so unintentionally.

5 Whistleblowing

- 5.1 It is the responsibility of all Trustees, Officers, employees, and volunteers to report violations or suspected violations in accordance with this section.
- 5.2 The Board takes responsibility to enquire into, and take appropriate action in relation to, all bona fide complaints or allegations which indicate that there may be illegal or unethical conduct by the Foundation or any of its Officers, volunteers, or employees.
- 5.3 The Chairman of the Audit Committee will make him/herself available as the initial point of contact for all persons lodging such complaints or allegations and will inform the Board of such complaints and allegations.

- 5.4 If a complaint or allegation relates to the Chairman of the Audit Committee, or the person making the complaint or allegation is uncomfortable, for any reason, with making the complaint or allegation to the Chairman of the Audit Committee, then the Chairman of the Board will receive and deal with the complaint or allegation.
- 5.5 Officers are required to report suspected violations to the Board, which has specific and exclusive responsibility to investigate all reported violations. For suspected fraud, or when an employee, Officer, volunteer, or Trustee is not satisfied or is uncomfortable with following the Foundation's open door policy, individuals should contact the Board directly.
- 5.6 The Board is responsible for investigating and resolving all reported complaints and allegations concerning violations and, at its discretion, shall advise the CEO or the Chairman.
- 5.7 The Board (or any Committee serving at the pleasure of the Board and tasked with the duty of supervising the accounting, internal controls, and/or auditing of the Foundation, including but not limited to an Audit Committee) shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. Any such Committee tasked with such duties shall immediately notify the Board of any such complaint and work with the Committee until the matter is resolved.
- 5.8 Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.
- 5.9 The person making a complaint or allegations will, in all circumstances, be treated with respect and anonymity, except to the extent that they agree to having their identity disclosed for the purposes of enquiring in to the complaint or allegation.
- 5.10 The Board will notify the sender and acknowledge receipt of the reported violation or suspected violation within 5 business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.
- 5.11 No Trustee, Officer, volunteer, or employee who in good faith reports a violation shall suffer harassment, retaliation, or adverse employment consequences. An employee, Trustee, volunteer, or Officer who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment, directorship, officer position, or volunteer privileges.

6 Conflicts of interest

- 6.1 Trustees and Officers are not to give preference to personal interests or to the interests of any other person or organisation, where to do so would be in conflict with the interests of the Foundation. Personal and other dealings should be kept separate from dealings in their capacity as representatives of the Foundation. Any conflicts of interest must be disclosed to the Chairman.
- 6.2 A separate Conflict of Interest Policy exists for handling actual and potential conflicts of Trustees (see Board Policy 01).

7 Use of information or position

- 7.1 Officers must not misuse information, their position or opportunities arising as a result of their position, improperly gain advantage for themselves or for someone else or to cause detriment to or compete with the Foundation. Officers must not use the name of the Foundation to further any personal or other business transaction for their personal benefit.

8 Use of Foundation property

- 8.1 Officers must not use property or opportunities arising from property, improperly to gain advantage for themselves or for someone else or to cause detriment to or compete with the Foundation. Officers have a duty to account to the Foundation for business opportunities which arise as a result of their role in the Foundation and to use Foundation resources only for the benefit of the Foundation. Officers must take reasonable steps to protect the Foundation's assets and ensure all such assets are used efficiently and for business purposes only.

9 Proper purpose

- 9.1 Officers are to use their powers for a proper corporate purpose and whilst Officers have a primary responsibility to the Foundation, regard should also be had to other relevant interests.

10 Confidentiality

- 10.1 Confidential information received by an officer in the course of his or her duties remains the property of the Foundation and should not be disclosed to any other person without the prior written consent of the Chairman unless the disclosure is required by law or in accordance with their duties as an officer of the Foundation. Officers should respect the privacy of others.
- 10.2 Officers must protect proprietary, commercial and other information that is confidential to the Foundation. These obligations continue after the Officer's engagement with the Foundation ends.

11 Fair dealing

- 11.1 Officers must act fairly and honestly in all their dealings with and for the Foundation. Business relationships must be maintained in a way which is consistent with the principles of respect for others and fairness.

12 Compliance with the law

- 12.1 Officers should comply with the letter and where it is clear the spirit of all laws and regulations relating to their business conduct to the best of their abilities. This includes understanding the laws and regulations relevant to their work. The laws that govern the Foundation's activities may be complex, but ignorance of the law does not excuse Officers from their obligations to comply.
- 12.2 Officers should not engage in conduct likely to have an adverse effect on the reputation of the Foundation.

13 Political contributions and activities

- 13.1 The Foundation maintains a position of impartiality with respect to party politics. Accordingly the Foundation does not contribute funds to any political party, politician, or candidate for public office.
- 13.2 The Foundation does not prohibit Officers from making personal political contributions but should not use their role with the Foundation for political interests at any time.

Board Policy 07: Remuneration Committee Charter

Adopted by the Board on 13 August 2015

1 Role of the Committee

- 1.1 The role of the Remuneration Committee is to assist the Board to fulfil its responsibilities on matters relating to the remuneration and other benefits for the CEO, management and employees of the Foundation.

2 Composition and administration

Composition

- 2.1 The Committee will be appointed by the Board and:
- 2.1.1 so far as is possible comprise at least 3 members, of which at least 2 must be Trustees; and
 - 2.1.2 must comprise Trustees or external appointees who are independent.
- 2.2 Subject to clause 2.1.1 of this Charter, the Board may appoint to the Committee suitably qualified external appointees that are not members of the Board.

Term

- 2.3 The Board will confirm membership of the Committee yearly.
- 2.4 Members of the Committee may serve for a maximum term of three years and may be re-appointed twice.

3 Specific Responsibilities of the Committee

- 3.1 The responsibilities of the Remuneration Committee include:
- 3.1.1 to review and make recommendations on remuneration policy for the Foundation's employees;
 - 3.1.2 to review and make recommendations on annual remuneration increases for the Foundation's employees;
 - 3.1.3 to oversee appropriate salary benchmarking for the Foundation's employees; and
 - 3.1.4 to review any employee feedback about remuneration.

4 Authority and powers

Authority

- 4.1 The Committee has authority to:
- 4.1.1 investigate any matter brought to its attention;
 - 4.1.2 obtain any information that it requires from any employee of Foundation in order to discharge its responsibilities;

- 4.1.3 have direct access to any employee or contractor of the Foundation and seek any information that it requires from any employees of the Foundation in order to discharge its responsibilities; and
- 4.1.4 have direct access to independent auditors, Foundation, tax and other financial advisors and Foundation papers and lawyers.

Powers

- 4.2 The Committee has an advisory role to assist the Board and does not have any power to commit the Board to any recommendation or decision made by it except if it has express delegated authority from the Board.

5 Charter Reviews for Remuneration Committee

- 5.1 This Charter will be reviewed, and, if appropriate, updated by the Board on recommendation from the Remuneration Committee every 2 years.

Board Policy 08: Charter: Movember Global Scientific Committee and Research Advisory committees

Adopted by the Board on 13 August 2015

Amended by a resolution of the Board on 29 September 2015

Amended by a resolution of the Board on 15 December 2016

1 Role of the Committee

- 1.1 The Global Scientific Committee (GSC) is an advisory committee to the Movember Board. The roles of the GSC, and any Research Advisory Committees (RACs) established by the GSC, are to:
- 1.1.1 oversee implementation of Movember's Global Action Plan (GAP) on international research collaboration; and
 - 1.1.2 provide strategic thought leadership and advice on men's cancer research undertaken by Movember's Men's Health Partners

2 Movember Global Action Plan

- 2.1 The Movember GAP aspires to have an everlasting impact on the face of men's health by accelerating the generation of key data and knowledge vital to men's cancer research and care efforts globally, and sharing that data freely throughout the men's cancer research community. The Movember GAP forms part of Movember's investment in research that aims to have an everlasting impact on the face of men's health.
- 2.2 The core principles that underpin the Movember GAP are –
- International research initiatives will be aligned with Movember Foundation's men's cancer strategy
 - International research initiatives will accelerate outcomes that matter to men, with a focus on initiatives that complement and not duplicate national men's cancer research programs
 - International research initiatives must incorporate substantial and meaningful collaboration in countries that Movember conducts the Movember campaign, but not to the exclusion of other countries
 - As far as possible, there must be identification of national research activity within each international research initiative
 - Data generated by international research initiatives must be freely available within 6 months of publication
 - International research initiatives must include a knowledge translation strategy that moves the knowledge generated into action that benefits men
 - Data generated by international research initiatives must inform Movember research performance measures

3 Movember's Men's Health Partners

- 3.1 In many countries Movember collaborates with other charitable organisations, known as Men's Health Partners, to manage, deliver and fund national men's cancer research initiatives. To achieve its vision, Movember seeks to establish and support knowledge sharing, co-ordination on priority research questions and efficiency in its global investment in Men's Health Partners.

4 Composition and administration

Composition

- 4.1 The GSC will be appointed by the Board and so far as is possible comprise :
- 4.1.1 an independent scientist or clinician as Chair, nominated by Movember;
 - 4.1.2 at least seven suitably qualified scientific and/or clinical representatives; and
 - 4.1.3 at least one representative of the Movember Board
 - 4.1.4 at least one representative of men with a lived experience of prostate cancer

5 Meetings

GSC and Research Advisory Committees

- 5.1 The GSC and any Research Advisory Committees established by the GSC will meet as often as they consider necessary in order to carry out their duties and responsibilities as defined by these terms of reference. Under normal circumstances, the GSC should meet at least twice each financial year. For convenience, meetings may take place via teleconference or video conference. Frequency of Research Advisory Committee meetings will be determined on a case by case basis.

GSC and Research Advisory Committee papers and minutes

- 5.2 Papers for all meetings should be circulated, if practical, at least five days before the relevant meeting.
- 5.3 Draft minutes of meetings (for consideration and approval at the next relevant meeting) should be circulated within 21 days following each meeting.

6 Specific Responsibilities of the GSC and Research Advisory Committees

Overseeing Movember Global Action Plan

- 6.1 The GSC is responsible for oversight of the Movember GAP Program.
- 6.2 The GSC will make recommendations to the Board regarding:
- 6.2.1 Identification, prioritisation and oversight of the international research initiatives consistent with the Movember GAP Program goals and principles
 - 6.2.2 The appointment of Research Advisory Committees to oversee each approved international GAP project
- 6.3 For GAP Projects a Research Advisory Committee appointed by the Board on the advice of the GSC will :

- 6.3.1 Review and recommend the selection of individuals and/or institutions to be involved in approved GAP Projects
- 6.3.2 Review and approve Expression of Interest documents prepared by the Movember GAP Project Manager for approved GAP Projects
- 6.3.3 Provide oversight of the execution and delivery of approved initiatives, and with the GAP Project Manager (overseen by the GAP Program Manager) ensure that project milestones are achieved
- 6.3.4 As far as possible, foster dissemination of findings and discoveries in real time to the research community.
- 6.3.5 Report to the GSC and to the Movember Board on the progress of its assigned initiative
- 6.4 Movember will appoint a Project Manager to :
 - 6.4.1 Manage the dissemination of the EOI and the project design documentation and present a complying list of applicants to the Research Advisory Committee
 - 6.4.2 provide resource support to the committees, including secretarial services for all committee meetings
 - 6.4.3 manage financial and contractual arrangements with the selected individuals/institutions
 - 6.4.4 report to the Research Advisory Committee and the GSC on the performance of each project
 - 6.4.5 be a central point of co ordination, communication and information dissemination

Overseeing Research undertaken by Movember's Men's Health Partners

- 6.5 The GSC is responsible for providing strategic thought leadership and advice on men's cancer research undertaken by Movember's Men's Health Partners

7 Authority and powers

Powers

- 7.1 The GSC has an advisory role to assist the Movember Board and does not have any power to commit the Board to any recommendation or decision made by it except if it has express delegated authority from the Board.
- 7.2 The GSC (and its Research Advisory Committees as appropriate) will provide an update on its activities recommendations directly to the Board not less than once per year.

8 Charter Reviews

- 8.1 This Charter will be reviewed, and, if appropriate, updated by the Board on recommendation from the GSC every 2 years.

Board Policy 9 Charter: Movember Global Prostate Cancer Outcomes Committee

Adopted by the Board on 13 August 2015

Amended by a resolution of the Board on 29 September 2015

Amended by a resolution of the Board on 11 August 2016

1 Role of the Committee

- 1.1 The Global Prostate Cancer Outcomes Committee (GPOC) is an advisory committee to the Movember Board. The role of the GPOC is to oversee implementation of Movember's investments, both directly and through its Men's Health Partners, in programs that improve the physical and mental wellbeing of men living with prostate cancer, together with their partners, caregivers and families.

2 Prostate Cancer Health Outcomes

- 2.1 Movember seeks to improve the lives of men living with prostate cancer, and their partners, caregivers and families. Movember invests both directly and indirectly (through its Men's Health Partners) in interventions and programs that contribute to improving the ***Prostate Cancer Health Outcomes***.

3 Composition and administration

- 3.1 The GPOC will be appointed by the Movember Board and so far as is possible comprise:
- 3.1.1 an independent Chair, nominated by Movember;
 - 3.1.2 at least six independent representatives nominated by Movember who have an outstanding reputation and track record in prostate cancer health outcomes or other relevant fields. At least one representative must be from each of Canada, Australia, United Kingdom and the United States of America;
 - 3.1.3 at least two people with lived experience of prostate cancer. This may include men diagnosed with prostate cancer or their partners, family and carers; and
 - 3.1.4 at least one representative of the Movember Board.

4 Term

- 4.1 The Movember Board will review and confirm membership of the GPOC every two years.

5 GPOC Meetings

- 5.1 The GPOC will meet as often as they consider necessary in order to carry out their duties and responsibilities as defined by these terms of reference. Under normal circumstances, the GPOC should meet at least two times each financial year. For convenience, meetings may take place via teleconference or video conference. GPOC papers and minute for all meetings should be circulated, if practical, at least five days before the relevant meeting.
- 5.2 Draft minutes of meetings (for consideration and approval at the next relevant meeting) should be circulated within 21 days following each meeting.

6. Specific Responsibilities of the GPOC

- 6.1 The GPOC is responsible for providing strategic thought leadership, oversight, review and advice on prostate cancer health outcomes, programs and interventions. This includes, but is not limited to, the TrueNTH program and Prostate Cancer Outcomes programs.
- 6.2 The GPOC will be responsible for:
- 6.2.1 Review of interventions proposed as part of the True NTH program;
 - 6.2.2 Project governance for international projects, and national projects as required relating to TrueNTH and Prostate Cancer Outcomes programs;
 - 6.2.3 Review of projects proposed as part of the Prostate Cancer Outcomes program;
 - 6.2.4 Identification and prioritisation of unmet prostate cancer health outcomes needs that should be considered by the national and international initiatives funded by Movember;
 - 6.2.5 Identification of opportunities to accelerate results through trans-national collaboration; and
 - 6.2.6 The form of reporting on key milestones and outcomes.

6 Authority and powers

- 6.1 The GPOC has an advisory role to assist the Movember Board and does not have any power to commit the Movember Board to any recommendation or decision made by it except if it has express delegated authority from the Movember Board.

7 Charter Reviews

- 7.1 This Charter will be reviewed, and, if appropriate, updated by the Movember Board on recommendation from the GPOC every 2 years.

Board Policy 10 Charter: Movember Foundation Global Men's Health Advisory Committee

Adopted by the Board on 13 August 2015

1. Role of the Committee

The Global Men's Health Advisory Committee (the 'Committee') is an advisory committee to the Movember Foundation Board. The role of the Committee, and any working groups established by the Committee, is to oversee the implementation of the Movember Foundation's Global Men's Health Strategy.

2. The Movember Foundation's Global Men's Health Strategy

2.1. The Movember Foundation's Global Men's Health Strategy aspires to have an everlasting impact on the face of men's health. The Foundation's overarching goal is to ensure that men live happier, healthier and longer lives. We do this by investing in programs that focus on social, psychological and behavioural aspects of men's health needs and that are aligned to our four strategic men's health goals:

- 2.1.1 Men and boys are physically active.
- 2.1.2 Men and boys are socially connected.
- 2.1.3 Men and boys are comfortable to discuss the impact of significant life events.
- 2.1.4 Men and boys are comfortable asking for assistance/support if they experience suicidal behavior.

2.2. More specifically, the Movember Foundation will invest, through partners, in activities that:

- 2.2.1 Engage men and boys about their health and wellbeing in settings outside of the health system, for example, workplaces and schools. That is, take a 'go to where men gather' approach.
- 2.2.2 Apply a 'male lens' to issues related to health and wellbeing and draw on the positive aspects of masculinity that influence men's health behaviour.
- 2.2.3 Increase our understanding of 'what works' to change men's and boys' health behaviours (with a particular focus on what works for who in which contexts).
- 2.2.4 Support communities and individuals to take action to promote health and wellbeing, and prevent health problems from developing.
- 2.2.5 Lead to more men and boys with poor health and wellbeing taking action early to improve their health and wellbeing, and where supported by the evidence, avoids them accessing 'higher intensity' services.
- 2.2.6 Catalyse new models of improving the health and wellbeing of men and boys that can scale within and across countries.

2.3. Given the above context, there are four key aspects to the Movember Foundation's role as strategic funder in the men's health and wellbeing field. To be a:

- **Catalyser:** to catalyse psychosocial projects that will eventually contribute to results at a population level.
- **Accelerator:** to accelerate the application of new knowledge from our investments to ensure they change practice and behaviour.

- **Connector:** to provide an ongoing connection between and across our partners and those working to achieve the same results for boys and men.
- **Disrupter:** to disrupt long-held assumptions and invest in approaches which challenge the status quo.

3. Composition and administration

Composition

3.1 The Committee will be appointed by the Board and as far as possible comprise:

3.1.1 An independent men's health expert as Chair, nominated by the Movember Foundation.

3.1.2 A minimum of five additional experts from the countries that the Movember Foundation invests in (Australia, Canada, UK, US and New Zealand).

3.1.3 At least one representative of the Movember Foundation Board.

Term

3.2 The Board will confirm membership of the Committee every two years. Members will normally be invited to serve an initial term of two years with an option for renewal of a second term of one, or two years (with the option for the Board to approve additional terms if appropriate). This will ensure, as far as possible, that the expiry in any year of the term of office will not exceed more than one half of the members.

1.

4. Meetings

Committee Meetings

4.1 The Committee will meet as often as they consider necessary in order to carry out their duties and responsibilities as defined by these terms of reference. Under normal circumstances, the Committee should meet at least two times each financial year. For convenience, meetings may take place via teleconference or video-conference. Where feasible, a minimum of one meeting every year will be held face-to-face.

Committee papers and minutes

4.2 Papers for all meetings should be circulated, if practical, at least five days before the relevant meeting.

4.3 Draft minutes of meetings (for consideration and approval at the next relevant meeting) should be circulated within 21 days following each meeting.

5. Specific Responsibilities of the Committee

5.1. The Committee has several key areas of responsibility:

5.1.1. To provide strategic thought leadership and advice on the opportunities and gaps in the field of men's health and wellbeing, consistent with Movember's men's health and wellbeing strategy.

5.1.2. To inform the prioritisation of investment opportunities aligned to Movember's global men's health and wellbeing strategy.

- 5.1.3. Establish working groups as necessary for targeted initiatives and to draw on local/national expertise. A member of the Committee will be appointed to act as Chair and liaison. All working groups report into the Committee Chair.
 - 5.1.4. Oversee the implementation of the strategy and review of progress, lessons learnt and what is working and what is not working.
 - 5.1.5. The Committee may appoint a member to sit on a project-level advisory group or peer review panel, in an 'observer' role.
 - 5.1.6. To assist with the design of, and participate in, global activities designed to share results and learning from our program investments between and across our partners.
 - 5.1.7. From time to time, and at the request of the Movember Foundation, act as a public spokesperson on the Movember Foundation's investments and strategy in the men's health and wellbeing field.
- 5.2. The Movember Foundation will act as secretariat for the Committee and the Movember Foundation will be a central point of co-ordination, communication and information dissemination for the Committee.

6. Authority and powers

Powers

The Committee has a strategic advisory role to assist the Board. It is not a decision-making body and does not have any power to commit the Board to any recommendation or decision made by it except if it has express delegated authority from the Board.

7. Conflict of interest

Committee members will act in accordance with the Movember Foundation's Conflict of Interest Policy at all times. Given the potential to influence the direction of the Movember Foundation Board of Trustees, Members of the Committee will not be eligible to apply for Movember funding nor receive funds directly or indirectly through projects resulting from new funding initiatives during their tenure on the Committee.

8. Charter Reviews

This Charter will be reviewed, and, if appropriate, updated by the Board every 2 years.