



**bravura**  
**solutions**

**Board charter**  
August 2009

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## 1.0 Background

Bravura Solutions Limited (**Bravura Solutions**) is a leading global supplier of Professional Services and Wealth Management Applications to the Wealth Management Industry. Bravura Solutions has extensive experience in providing strategic consulting services and exploring large scalable financial systems and associated Wealth Management Applications. Bravura Solutions has over 550 employees in 15 offices around the world.

Bravura Solutions provides Professional Services and Wealth Management Applications to more than 150 clients globally. Over 18 million superannuation, life insurance and investment accounts are administered on Bravura Solutions' Wealth Management Applications, representing more than \$800 billion in funds under management.

This Charter sets out guidelines for the Board of Bravura Solutions and its directors relating to:

- The role of the Board
- The structure of the Board
- The manner in which the directors should conduct themselves
- The roles and responsibilities of the Chairman and the Group CEO and
- The role of the Company Secretary.

## 2.0 The role of the Board

The Board is responsible for the stewardship of Bravura Solutions on behalf of the shareholders and for all matters pertaining to the running of Bravura Solutions.

The Board will be responsible for and have the authority to determine policy, practices, management and operations of Bravura Solutions and shall do all such things necessary to be done from time to time in order to carry out the objectives of Bravura Solutions. Without limiting this general role, the principal functions and responsibilities of the Board include:

- Setting Bravura Solutions' strategic aims from time to time and deciding upon Bravura Solutions' business strategies and objectives
- Appointing the leadership to put the aims into effect
- Monitoring the operational and financial position and performance of Bravura Solutions
- Identifying the principal risks faced by Bravura Solutions and ensuring that appropriate control and monitoring systems are in place to manage the impact of these risks
- Ensuring that Bravura Solutions' financial and other reporting mechanisms result in adequate, accurate and timely information being provided to the Board
- Ensuring that investors and the market are fully informed of all material developments
- Appointing and, where appropriate, removing the Chairman and the Group CEO, approving other key executive appointments, and planning for executive succession
- Overseeing and evaluating the performance of the Chairman and the Group CEO and other senior executives in the context of Bravura Solutions' strategies and objectives
- Approving budgets and business plans and monitoring the progress of major capital expenditures, capital management and acquisitions and divestitures
- Ensuring compliance with all relevant laws, governmental regulations and accounting standards and
- Ensuring that the business is conducted openly and ethically.

## 3.0 Board structure

In line with good governance principles, it is essential for the structure of the Board to reflect the need for independence, transparency and flexibility and to have a blend of expertise in:

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- Bravura Solutions' business drivers
  - Finance and accounting and
  - The law relevant to Bravura Solutions' business.

Bravura Solutions' Constitution provides for there to be a minimum of three directors and a maximum of nine. The Board currently comprise five directors (including the Chairman) with the majority of these directors being non-executive.

The role of Chairman and Group CEO will be separated. Both the Chairman and the Group CEO will be appointed by the Board.

The Chairman will be a non-executive director. The Chairman will be appointed by the Board under the conditions of Bravura Solutions' constitution and the terms and conditions as contained in his letter of appointment.

The Group CEO will be an executive director. The Group CEO will also be appointed by the Board on the terms and conditions as contained in his letter of appointment.

Other non-executive directors will be appointed under the conditions of Bravura Solutions' Constitution and the terms and conditions as contained in their letter of appointment. Where practicable the non-executive directors will also be independent. Bravura Solutions considers a director to be independent if the director:

- Is not a member of management
- Is not a substantial shareholder (5%) or an officer of or otherwise associated (directly or indirectly) with a substantial shareholder
- Has not been employed in an executive capacity by Bravura Solutions or another Group member in the last three years or been a director after ceasing to hold any such employment
- Has not been a principal of a professional advisor or consultant to Bravura Solutions or another Group member
- Is not a material supplier or customer of Bravura Solutions or another Group member, or an officer of or otherwise associated (directly or indirectly) with a material supplier or customer
- Has no material contractual relationship with Bravura Solutions or another Group member other than as a director of Bravura Solutions and
- Is free from any interests and any other business or other relationships which could (or could reasonably be perceived to) materially interfere with the director's ability to act in the best interests of Bravura Solutions.

The current Chairman of Bravura Solutions, Mr Ryan, is a non-executive director but does not meet the guidelines of being independent as he has more than a 5% interest (either directly or indirectly) in the securities of Bravura Solutions and is a principal of a firm providing professional advice to Bravura Solutions. The current Chairman has been associated with Bravura Solutions since its incorporation. Having regard to his involvement and the continued commitment to and investment in Bravura Solutions by him and the original shareholders the Board considered it appropriate that these shareholders be represented on the Board by Mr Ryan as the non-executive chairman.

## 4.0 The role of individual directors

Bravura Solutions' directors, in common with all company directors, have full responsibility for the overall successful operations of Bravura Solutions, including:

- The strategic direction of Bravura Solutions
- Financial operation and solvency and
- All matters as prescribed by law.

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Each director:

- Must discharge their duties in good faith and honestly, with the level of skill and care expected of a director of a listed entity
- Has a duty to use care and diligence in fulfilling the functions of office, demonstrating commercial reasonableness in their decisions
- Must recognise that the primary responsibility is to Bravura Solutions' shareholders as a whole but should, where appropriate, have regard for the interests of all stakeholders of Bravura Solutions including employees, customers and other parties with which Bravura Solutions is engaged
- Must not improperly use their position as a director to gain an advantage for themselves or cause detriment to Bravura Solutions
- Must not make improper use of information gained through their position as a director
- Must avoid conflicts of interest and must not allow personal interests, or the interest of any associated person, to conflict with the interests of Bravura Solutions
- Must make reasonable enquiries to ensure that Bravura Solutions is operating efficiently, effectively and legally towards achieving its goals
- Must undertake diligent analysis of all proposals placed before the Board
- Is expected to give their specific expertise generously to Bravura Solutions
- Must keep Board discussions and deliberations confidential
- Is expected to be forthright in Board meetings and has a duty to question, request information, raise any issue, fully canvas all aspects of any issue confronting Bravura Solutions and cast their vote on any resolution according to their own decision. However, outside the boardroom, directors will support the letter and spirit of Board decisions in any discussions with suppliers, customers, staff and other parties
- Is expected to demonstrate respect for the contributions of other directors and strive to understand their perspective and contribution to the Board debate and discussion
- Will debate issues openly and constructively and be free to question or challenge the opinions presented at meetings where their own judgment differs from that of other directors
- Must ensure that confidential information received by a director in the course of the exercise of directorial duties remains the property of Bravura Solutions and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by Bravura Solutions or by the person from whom the information is provided, or is required by law
- Must not engage in conduct likely to bring discredit upon Bravura Solutions
- Has an obligation, at all times, to comply with the spirit, as well as the letter of the law and with the principles of this charter and
- Must attend Board meetings and inform themselves about the business of Bravura Solutions and the environment within which it operates.

The Board will decide what matters are delegated to either specific directors or management and what controls are in place to oversee the operation of these delegated powers.

Directors have no individual authority to participate in the day to day management of Bravura Solutions including making any representation or agreement unless such an authority is explicitly delegated by the Board through resolution to the director either individually or as a member of a Board Committee.

#### 4.1 Conflict of interest and related party transactions

Directors must disclose to the Board actual or potential conflicts of interest which may exist or might reasonably be thought to exist between their interests and the interests of other parties in carrying out the activities of Bravura Solutions.

A director must absent themselves from the room when discussing matters in respect of which they have a conflict. This entry and exit should be minuted.

Directors will not be entitled to vote on any matter in which they have a personal interest.

Directors will indicate to the Chairman any potential conflict of interest situation as soon as it arises.

The same requirement will exist for related party transactions. Related party transactions include any financial transaction with any Group entity.

These requirements will also apply to all senior officers of Bravura Solutions.

## 4.2 Access and independent advice

All directors have a right of access to relevant information and records relating to the operations of Bravura Solutions as required.

Directors may seek independent professional advice at the expense of Bravura Solutions on any matter connected with or relevant to carrying out their duties as a director with the consent of the Chairman (or in the case of the Chairman, with the consent of the Chairman of the Audit Committee) and with the assistance of the Company Secretary (if required), provided that the director must:

- (a) Collate information relating to the nature of the independent professional advice, details of the independent professional advisor that he/she proposes to instruct and an estimate of the fees likely to be incurred (**Information**);
- (b) Present the Information to the Chairman (or in the case of the Chairman, to the Chairman of the Audit Committee) for approval;
- (c) Upon approval being granted by the Chairman (or in the case of the Chairman, the Chairman of the Audit Committee), notify the Company Secretary that such independent advice is to be sought;
- (d) Request that the independent professional advisor advice be reduced to writing and provide a copy of such advice to the Chairman for circulation to all Board members; and
- (e) In the event that further advice is required, seek further estimates of additional fees and revert back to the Chairman (or in the case of the Chairman, the Chairman of the Audit Committee) for their consent and approval, repeating the requirements set out in paras (a) – (d).

## 4.3 Availability

As there is the occasional need for directors to be contacted urgently, directors should ordinarily leave with the Company Secretary any contact details, either for themselves or for a person who knows the location of the director, so that the director can be contacted within 24 hours in cases of urgent business arising. A director who will be uncontactable for an extended period may notify the Company Secretary in advance and such notification is to be regarded as a request for leave from any meeting or circular resolution required to be considered during such absence.

## 5.0 The role of the Chairman

The Chairman as the head of the Board provides leadership of the Board and leadership in the strategic direction of Bravura Solutions, more practically:

- Leading and facilitating the Board and its deliberations
- Promoting that the directors' focus is on the enhancement of investor value
- Maintaining a professional working relationship with the Group CEO
- Ensuring that management appropriately responds to questions and enquiries of members of the Board

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- Acting as spokesman and communicating and consulting with shareholders and relevant stakeholders on significant issues, as appropriate
  - Endeavouring to ensure that each director appropriately contributes to the Board's decision making process
  - Chair Board meetings, set the agendas for each Board meeting in consultation with the Group CEO and Company Secretary, taking into account suggestions from other directors and endeavouring to ensure meetings are effectively conducted
  - Maintaining ethical standards based on agreed company values
  - Being the major point of contact between the Board and the Group CEO
  - Regularly reviewing with the Group CEO and such other senior officers as the Group CEO recommends, progress on important initiatives and significant issues facing Bravura Solutions and
  - Mentoring the Group CEO.

## 6.0 The role of the Group CEO

The Group CEO is responsible for the ongoing management of Bravura Solutions in accordance with the strategy, policies and programs approved by the Board to achieve the agreed goals.

The Group CEO's responsibilities will include:

- Developing, with the Board, a consensus for Bravura Solutions' vision and direction
- Constructing, with Bravura Solutions' management team, programs to implement this vision
- Endorsing the terms and conditions of appointment of senior managers and other staff members
- Providing strong leadership to, and effective management of, Bravura Solutions in order to:
  - encourage co-operation and teamwork
  - build and maintain staff morale at a high level and
  - build and maintain a strong sense of staff identity with, and a sense of allegiance to, Bravura Solutions
- Signing agreements with third parties under Board delegations
- Ensuring a safe workplace for personnel
- Carrying out the day to day management of Bravura Solutions
- Keeping the Chairman fully informed of day to day happenings on all matters which may be of interest to directors
- Keeping the Board informed, at an appropriate level, of all the activities of Bravura Solutions
- Be the spokesman for Bravura Solutions at its AGM in the reporting of the performance and profit figures.

## 7.0 Board committees

The Board may establish committees from time to time to assist the Board in the execution of its responsibilities. Any Board committee established will have a documented and approved charter under which authority is delegated from the Board.

## 8.0 The role of the Company Secretary

The Company Secretary:

- is accountable to the Board and their appointment and removal is a matter for the Board as a whole

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- will advise the Chairman, and through the Chairman, the Board and individual directors on all matters of governance process
  - will provide advice and services which shall be available to all directors and Board committees
  - will retain third party service providers at the request of the Board or Board committees
  - will develop and maintain the information systems and processes that are appropriate for the Board to fulfil its role and to achieve the corporate objectives of Bravura Solutions, including compliance with the ASX Corporate Governance Principles and Recommendations.

## **9.0 Procedure for approval of third party service providers by the Board**

Where the Board or a member of the Board believes that it is necessary to seek the advice or opinion of a third party service provider to advise on a matter being considered, or to be considered, by the Board, the proposed engagement of a third party service provider by Bravura Solutions will be considered at a Board meeting prior to proceeding with any such formal engagement.