



Oncology Research International Limited
ACN 067 964 621

Board Charter

October 2013

1. INTRODUCTION

- 1.1. This Board Charter (Charter) sets out the role, responsibilities, structure and processes of the Board of Oncology Research International Limited (ORIL or Company).
- 1.2. The Board is primarily responsible for ensuring that ORIL has an appropriate corporate governance structure aimed at creating and protecting shareholder value.

2. BOARD COMPOSITION

- 2.1. The size of the Board will be determined in accordance with the Company's Constitution.
- 2.2. The Board should comprise:
 - 2.2.1. directors with an appropriate range of skills, experience and expertise;
 - 2.2.2. directors who can understand and competently deal with current and emerging business issues;
 - 2.2.3. directors who can effectively review and challenge the performance of management and exercise independent judgment; and
 - 2.2.4. a mix of qualifications, experience and expertise which will assist the Board in fulfilling its responsibilities, as well as assisting the Company in achieving growth and delivering value to shareholders.
- 2.3. All Directors are required to act in the best interests of the Company and to exercise unfettered and independent judgement.
- 2.4. Each Director is bound by the Company's Code of Conduct.

3. ROLE OF THE BOARD

- 3.1. The Board is responsible for setting the strategic direction of the Company and monitoring its performance.
- 3.2. The Board delegates responsibility for day-to-day management of the Company to the CEO, but retains responsibility to the shareholders for the overall strategy, governance and performance of the Company.
- 3.3. **Strategic**
 - 3.3.1. annually approving the Company's strategic plan and budgets as developed by management; and
 - 3.3.2. monitoring and assessing the Company's performance against the strategic plan and budgets.
- 3.4. **Financial**
 - 3.4.1. approving the annual operating budget and capital expenditure budget;
 - 3.4.2. approving and monitoring performance against business plans and budgets; and
 - 3.4.3. approving and monitoring major capital expenditure and capital management.

3.5. Risk Management

- 3.5.1. reviewing the company's actual and potential business risks and approving the Company's risk management policy; and
- 3.5.2. reviewing and monitoring systems of risk management and internal compliance and controls.

3.6. CEO and Senior Management

- 3.6.1. appointment and removal of the CEO and the Company Secretary;
- 3.6.2. approving and annually reviewing the remuneration of the CEO and senior management;
- 3.6.3. assessing the performance of the CEO and Company Secretary and overseeing the performance of senior management including review of succession plans; and
- 3.6.4. approving the key performance measures of the CEO and senior management.

3.7. Governance and Compliance

- 3.7.1. monitoring and ensuring ethical behaviour and compliance with the Company's policies; and
- 3.7.2. promoting and maintaining the Company's culture, reputation, ethical standards and legal compliance.

4. BOARD COMMITTEES

- 4.1. The Board may establish committees to assist in the execution of its responsibilities. The general role of any Board committee is to review and analyse policies and strategies within its charter.
- 4.2. There are three committees:
 - 4.2.1. Audit Committee
 - 4.2.2. Risk Management Committee
 - 4.2.3. Scientific Advisory Committee
- 4.3. Each formally constituted committee has a written Charter, approved by the Board and reviewed regularly.
- 4.4. The Chairperson and members of Committees are appointed by the Board.
- 4.5. Formal minutes of each committee meeting are prepared and circulated to the directors.
- 4.6. The Board may also delegate specific functions to ad hoc committees on an "as needs" basis.

5. ROLE OF THE CHAIRPERSON

- 5.1. The chairperson of the Board is appointed by the directors.
- 5.2. The Chairpersons' principal responsibilities are to provide appropriate leadership to the Board and Company and to ensure the Board fulfills its obligations under this Charter.

- 5.3. The responsibilities of the chairperson of the Board include:
- 5.3.1. providing leadership to the Board and the Company;
 - 5.3.2. ensuring efficient organisation and conduct of the Board's functions and meetings;
 - 5.3.3. briefing Directors in relation to issues arising at Board meetings;
 - 5.3.4. facilitating the effective contribution of all Directors;
 - 5.3.5. facilitating Board discussions to ensure core issues facing the Company are addressed;
 - 5.3.6. maintaining regular dialogue and mentoring relationship with the CEO and senior management serving as a primary link between the Board and management and providing continuity between Board meetings;
 - 5.3.7. promoting constructive and respectful relations between Board members and between the Board and management;
 - 5.3.8. working with the CEO in relation to the Board's requirements for information to contribute effectively to the Board decision making process and to monitor the effective implementation of Board decisions; and
 - 5.3.9. setting the agenda for the Board meetings after consulting with the CEO; and
 - 5.3.10. representing the Board to the shareholders and communication of the Board's position.

6. ROLE OF THE CEO

- 6.1. Responsibility for day to day management and administration of the Company is delegated by the Board to the CEO and senior management.
- 6.2. The CEO manages the Company in accordance with the strategy, plans and policies approved by the Board.
- 6.3. Any matters or transactions outside the delegations of authority must be referred to the Board for approval.
- 6.4. The responsibilities of the CEO include:
 - 6.4.1. developing and recommending to the Board strategies, business plans and annual budgets for the Company;
 - 6.4.2. implementing the strategies, business plans and budgets adopted by the Board;
 - 6.4.3. providing leadership, direction and supervision to the management team to achieve the strategies, business plans and budgets adopted by the Board;
 - 6.4.4. implementing the Company's risk management policies and ensuring compliance with applicable laws and regulations;
 - 6.4.5. keeping the Board informed, at an appropriate level, of all the activities of the Company and ensuring the Board is given sufficient information to enable it to perform its functions, set strategies and monitor performance; and
 - 6.4.6. to authorise all expenditures as described in the budget that has been formally approved by the Board.

7. ROLE OF THE COMPANY SECRETARY

- 7.1. The Company Secretary reports directly to the Board through the Chairperson and all Directors have access to the Company Secretary.
- 7.2. The Board is supported in governance and administration by the Company Secretary who is responsible for:
 - 7.2.1. co-ordinating all Board business including meetings, agendas, board papers and minutes and monitoring the completion of actions arising from Board meetings; and
 - 7.2.2. attending the statutory requirements relating to the Company's registered office, annual returns and lodgement of other documents with ASIC.

8. DIRECTORS

- 8.1. The Company has adopted a policy for the selection and appointment of Directors.
- 8.2. Directors are expected to spend the time needed, and meet as often as necessary, to properly discharge their responsibilities.
- 8.3. Directors are expected to review meeting materials before Board meetings and committee meetings.
- 8.4. Directors must exercise independent judgment when making decisions.
- 8.5. Publicly, directors are expected to support the letter and spirit of Board decisions.
- 8.6. Directors must keep Board information, discussions, deliberations, and decisions that are not publicly known, confidential.

9. CONFLICTS

- 9.1. Directors are expected to avoid any action, position or interest that conflicts with an interest of the Company, or gives the appearance of a conflict.
- 9.2. A Director that has a material personal interest in a matter that relates to the affairs of the Company must disclose such interest to the Board.
- 9.3. If a conflict exists, it is expected that any director to whom the conflict relates will leave the room when the Board is discussing any matter to which the conflict relates.

10. MEETINGS

- 10.1. The Board and Board committees meet regularly to review strategies and operational performance.
- 10.2. The Chairperson is responsible for the conduct of all Board meetings.

11. CODE OF CONDUCT

- 11.1. The Company has adopted a code of conduct setting out required standards of behaviour.