

Rozetta Institute Limited ACN 096 930 406

Board Values Charter

The Board resolved to adopt this Charter on 10 August 2021

1. INTRODUCTION:

This Board Values Charter is a guideline on how the Board should interact with each other and management. These guidelines are designed to optimise the interactions of the Board and its performance.

2. BOARD VALUES:

Respect

Be respectful of all members, management, employees and students.

Respect includes:

- Actively listening to others
- Using a respectful tone and language in all interactions
- Challenging ideas that you do not agree with
- Not undermining others

Transparency

Be transparent regarding your thoughts on proposals, don't sit by if you don't agree and undermine Board decisions.

Confidentiality

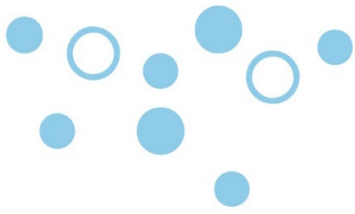
Respect the process of the Board and ensure all Board activities and discussions remain confidential.

Courage

Think differently and be different. Put forward views which are creative and may be countervailing to the norm. Challenge other members to think differently.

Solidarity

Once a final decision is made by the board it should be supported by all members to ensure that it is achieved. (Even if you voted against it)



Integrity

Always act in the best interests of the Institute.

3. BOARD INTERACTIONS

- Board Members will at all times be respectful to other members and management
- Board Members will respect the alternative views of other members of the Board
- The Board will not speak to management about the conduct or behaviour of other members of the Board.

4. CONFLICTS MANAGEMENT

- If a conflict arises within the Board the aggrieved member should first speak with the other member and try and resolve the issue. In this interaction Board members should actively listen and acknowledge the views of the others.
- If this does not resolve the situation the Board member should write to the Chair with their grievance. The Chair will try and resolve the conflict informally.
- If the grievance cannot be resolved through an informal process a formal Mediation process will be undertaken with an independent mediator arranged by the Chair.

5. ACCESS TO MANAGEMENT AND INDEPENDENT ADVICE

- The Board may delegate its powers as it considers appropriate. However, ultimate responsibility for strategy and control rests with the Board as a whole.
- Management must supply the Board with information in a form, timeframe and quality that will enable the Board to discharge its duties effectively. Management must present a realistic reflection of the situation including all associated risks. Management must not be overly optimistic or pessimistic.
- Directors are entitled to request additional information at any time when they consider it appropriate and management must deliver this in a timely manner.
- Directors are to be respectful to management and request information either through the Chair or the Company Secretary.
- Board members are not to seek information directly from employees within the company.

6. ANNUAL HEALTH CHECK

- There will be an annual health check of the Board where a short survey will be conducted to ensure all members feel empowered, valued and respected.
- The results will be discussed annually at the Board.