

RESPONSIBLE PERSON (FIT AND PROPER) POLICY AND PROCEDURE

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DEFINITIONS

TERMS	DEFINITIONS
ACC	Audit and Compliance Committee
AFS	Australian Financial Services
AICD	Australian Institute of Company Directors
CA	<i>Corporations Act, 2001 (Cth)</i>
Connected Entity ¹ (includes Related Body Corporate ² and Associated Entities ³ .)	Means a connected entity of the Trustee which is a wholly owned subsidiary (i.e. Western Financial or LGSP Investment Holdings) that has the capacity to determine or influence decisions made by one or more members of the group in relation to the Trustee.
Constitution	Constitution of WA Local Government Superannuation Plan Pty Ltd
Executive Team	Executives appointed by the Trustee Board as Responsible Persons (as defined by SPS 520 Fit and Proper).
Fund	WA Local Government Superannuation Plan
Group	Includes WA Local Government Superannuation Plan Pty Ltd, WA Local Financial Services Pty Ltd and LGSP Investment Holdings Pty Ltd
Independent Trustee Director	A Trustee Director of the Fund who: <ul style="list-style-type: none"> a) is not a member of the Fund; and b) is neither an employer-sponsor of the Fund nor an associate of such an employer-sponsor; and c) is neither an employee of an employer-sponsor of the Fund nor an employee of an associate of such an employer-sponsor; and d) is not, in any capacity, a representative of a trade union, or other organisation, representing the interests of one or more members of the Fund; and e) is not, in any capacity, a representative of an organisation representing the interests of one or more employer-sponsors of the Fund.⁴
Kaplan	External service provider of on-line financial service training.
Non-affiliated Director ⁵	A Trustee Director who is free from any business or other association that could materially interfere with the exercise of independent judgement.
Responsible Manager	A person that is relied upon to meet the requirement to maintain competence to provide financial services ⁶ as outlined in the <i>Corporations Act, 2001 (Cth)</i> .
Responsible Person ⁷	A responsible person includes: <ul style="list-style-type: none"> a) A director of the Trustee; b) A Senior Manager of the Trustee; c) An RSE auditor who is appointed to conduct any audit of the Fund; d) An actuary appointed to perform actuarial functions under the SISA, APRA Prudential Standards or the Financial Sector (Collection of Data) Act, 2001;

¹ SISA, (s.10(1))

² CA, (s.50)

³ CA, (s.50AAA)

⁴ SIS (10)

⁵ SPG 510, (15)

⁶ CA s912A(1)(e)

⁷ SPS 520, (11)

TERMS	DEFINITIONS
	<p>e) A secretary of the Fund;</p> <p>f) A person who performs activities for a connected entity of the Trustee where those activities could materially affect the whole, or a substantial part, of the Trustee's business operations, or its financial standing, either directly or indirectly.</p>
RSE Actuary	A person who is appointed as an actuary of the Trustee ⁸ .
RSE Auditor	A person who is appointed as auditor of a registrable superannuation entity ⁹ .
Senior Manager	<p>Senior Manager means a person (other than a director of the Trustee) who:</p> <p>a) Makes or participates in making a decision that affects the whole or a substantial part of the Trustee's business operations.</p> <p>b) Has the capacity to affect significantly the Trustee's business operations or its financial standing.</p> <p>c) May materially affect the whole, or a substantial part, of the Trustee's business operations or its financial standing through their responsibility for:</p> <ul style="list-style-type: none"> (i) Enforcing policies and implementing strategies approved by the Trustee. (ii) The development and implementation of systems used to identify, assess, manage or monitor risks in relation to the Trustee's business operations. (iii) Monitoring the appropriateness, adequacy and effectiveness of risk management frameworks. <p>d) Is otherwise an Executive of the Group.¹⁰</p>
SISA	<i>Superannuation Industry (Supervision) Act, 1993 (Cth).</i>
SISR	<i>Superannuation Industry (Supervision) Regulations, 1994 (Cth).</i>
Trustee	WA Local Government Superannuation Plan Pty Ltd.
Trustee Board	Board of WA Local Government Superannuation Plan Pty Ltd.
Trustee Director	Director of WA Local Government Superannuation Plan Pty Ltd. ¹¹
Western Financial	WA Local Financial Services Pty Ltd.

8 SIS (10)(1)
9 SIS (10)(1)
10 SPS 520 (16)
11 SIS 29VO(3)

REFERENCES

REFERENCE	DETAILS
SPS 520	APRA Prudential Standard SPS 520 – Fit and Proper
SPG 520	APRA Prudential Practice Guide 520 – Fit and Proper
RG105	ASIC Regulatory Guide 105 – Licencing: Organisational competence
SPS 510	APRA Prudential Standard SPS 510 – Governance
SPG 510	APRA Prudential Practice Guide SPS 510 – Governance
SRS 520	APRA Reporting Standard SRS 520
AIST Code	Australian Institute of Superannuation Trustees Governance Code -2017
AIST Code Guidance	Australian Institute of Superannuation Trustees Governance Code Guidance – 2017
RZ.013	Whistleblower Policy
RZ.017	AML/CTF Policy
RZ.021	Conflicts of Interest Policy
RZ.029	Outsourcing and Procurement Policy
Constitution	Constitution of the WA Local Government Superannuation Plan Pty Ltd

1 PURPOSE

The purpose of this policy is to detail how the Trustee:

- Meets its legislative requirements on an ongoing basis for the Responsible Person and Manager standards as holder of an RSE and AFS licence.
- Prudently manages the risks that persons acting in Responsible Person and Manager positions who are not fit and proper pose to the interests, or reasonable expectations, of beneficiaries and clients, the financial position of the Trustee and its connected entities, or in relation to any other prudential matter¹².

This policy forms part of the Fund's Risk Management Framework¹³ including its obligations under:

- APRA Prudential Standard SPS 520 – Fit and Proper (SPS 520).
- The guidance of APRA Prudential Practice Guide SPG 520 – Fit and Proper (SPG 520).
- *Superannuation Industry (Supervision) Act, 1993 (Cth) (SISA)*, in particular sections 29D(1)(d)(i).
- *Corporations Act, 2001 (Cth) (CA)*, in particular section 912A(1)(e).
- The guidance of ASIC Regulatory Guide 105 – Licensing: Organisational competence (RG 105).

2 APPLICATION

This policy applies to all entities of the Group who have either Responsible Persons or Managers.

3 POLICY STATEMENT

The Trustee is committed to maintaining a sound and effective governance and risk management framework to ensure that the Group operates with the necessary expertise, appropriate diligence and prudent management, to enable it to fulfil its role and functions, and to ensure there is adequate competence within the Group to provide the financial services covered by the Trustee's RSE and AFS licences.

4 ROLES AND RESPONSIBILITIES

4.1 TRUSTEE BOARD

The Trustee Board is responsible for ensuring that there are in place adequate processes and procedures to equip the Trustee Board and Responsible Persons and Managers with adequate skills, knowledge and experience so as to prudently manage the Fund and the Group's business, and to act in the best interests of members and clients.

The Trustee Board is responsible for:

- The approval of this policy¹⁴; and
- Assessment of the fitness and propriety of Trustee Directors and the CEO / Fund Secretary.
- Appointment and removal of Trustee Directors and the CEO/Fund Secretary.
- Appointment and removal of RSE auditors and actuaries.

¹² SPS 520 (6)

¹³ SPS 520 (9)

¹⁴ SPS 520(7).

4.2 HUMAN RESOURCES COMMITTEE

The Human Resources Committee is responsible for:

- Reviewing this policy and making recommendations to the Trustee Board.
- Reviewing the effectiveness of this policy in managing risks that persons acting in Responsible Person positions¹⁵ who are not fit and proper, may present to the interests, or reasonable expectations of beneficiaries and clients, the financial position of the Trustee and its connected entities, and to compliance with any other relevant prudential matter¹⁶ related to the conduct of the Trustee¹⁷; and
- Compliance with regulatory requirements including SPS 520 and the *Corporations Act*, (CA).
- Review the annual assessment of fitness and propriety of Responsible Persons provided by management and external consultants engaged to provide such an assessment.
- Reviewing and making recommendations regarding Trustee Director nominations.

4.3 CHIEF EXECUTIVE OFFICER (CEO)

The CEO is responsible for:

- The assessment of fitness and propriety of all Group employees, excluding him or herself.
- Appointment of Senior Manager / Executive positions which are considered Responsible Person and Manager positions.

4.4 HEAD OF GOVERNANCE

The Head of Governance is responsible for:

- Reviewing the policy;
- Assisting in the assessment of fitness and propriety;
- Reporting against the Group's compliance with fitness and propriety obligations to the Human Resources Committee;
- Maintaining the register of Responsible Persons and Managers;
- Maintaining regulatory registers pertaining to appointment and removal of Responsible Persons and Managers; and
- Compliance with section 29QB of the SISA disclosures and section 2.37 and 2.38 of the SISR relating to website disclosures (as they relate to this policy).

4.5 PEOPLE AND CULTURE MANAGER

The People and Culture Manager is responsible for:

- Ensuring that all Group policies in relation to recruitment and performance management comply with this policy;

¹⁵ SPS 520, (15): 'Responsible person position' means the responsibilities or activities of a responsible person that would lead to the person being a responsible person within one of the definitions of a Responsible Person.

¹⁶ SPS 520, (6): For the purposes of this Prudential Standard, a reference to 'beneficiaries' is a reference to 'beneficiaries of an RSE within the RSE licensee's business operations', an 'RSE licensee's business operations' includes all activities as an RSE licensee (including the activities of each RSE of which it is the licensee), and all other activities of the RSE licensee to the extent that they are relevant to, or may impact on, its activities as an RSE licensee and 'connected entity' has the meaning given in section 10(1) of the SIS Act. Refer also to Part 3A of the SIS Act.

¹⁷ SPS 520, (6)

- Initiating the assessment of fitness and propriety through the Group’s third-party provider; and
- Maintaining training records.

4.6 RESPONSIBLE PERSONS AND MANAGERS

Responsible Persons and Managers are to meet the requirements of this policy at all times.

5 IDENTIFICATION OF RESPONSIBLE PERSONS AND MANAGERS

5.1 REGISTRABLE SUPERANNUATION ENTITY (APRA)

When identifying if an individual is a Responsible Person the following criteria is considered:

- Those positions identified in SPS 520, which includes Superannuation Trustee Directors¹⁸, Company Secretary¹⁹, Senior Manager²⁰, Fund and Group Auditor²¹ and Actuary²².
- An individual who performs activities on behalf of the Trustee and which activities and conduct could have a material impact on the whole, or a substantial part, of the Trustee’s business operations, or its financial standing, either directly or indirectly²³. This person does not need to be an employee of the Trustee²⁴.

5.2 FINANCIAL SERVICES (ASIC)

For an individual to be a Responsible Manager they must be directly responsible for day-to-day business decisions about the provision of financial services²⁵. It is expected that the individuals will hold senior management positions.

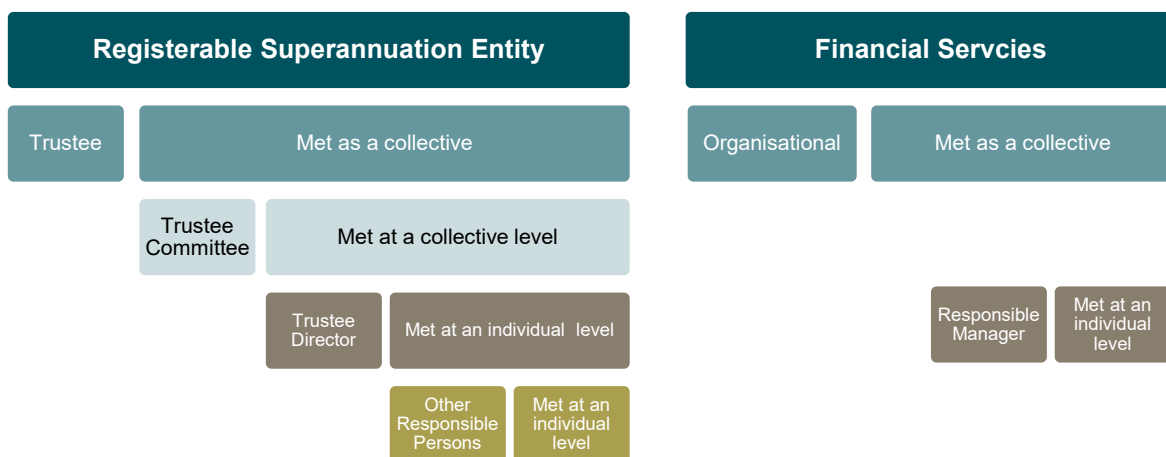
6 FITNESS AND PROPRIETY REQUIREMENTS

The Trustee meets the fitness and propriety requirements by ensuring that:

- Responsible Persons possess the required education or technical qualifications, knowledge, skills and experience relevant to the individual’s duties and responsibilities²⁶; and
- The Trustee Directors and senior management of the Fund, collectively, have the full range of skills needed for the effective and prudent operation of the Fund’s business operations²⁷, as holder of an RSE and AFS licence.

The fitness and propriety requirements for RSE and AFS licensing requirements are summarised at an individual and Group level in the following diagram.

18 SPS 520 11(a)
 19 SPS 520 11(b)
 20 SPS520 (16)
 21 SPS 520 11(d)
 22 SPS 520 11(e)
 23 SPS 520(11)(f)
 24 SPS 520 (12)
 25 RG 105.5(a)
 26 RG 105.17
 27 SPS 510 (11)



6.1 KEY PERSONS

The Trustee Board has determined that the skills, knowledge and experience of the Trustee Directors and Group’s employees and advisors is such that the Trustee does not rely on any one individual’s skills, knowledge and experience to the extent that they meet the Key Person standard, as defined under either the RSE or AFS licence, and the depth of skills and knowledge of the Trustee Directors and Group’s staff are such as to enable the Fund to continue all functions and to comply with legislative requirements should any individual leave.

The Trustee Board recognises that a situation may occur in which the Fund does rely on an individual to the extent that they meet the Key Person standard but will endeavour to ensure this does not occur by the ongoing training of the Responsible Persons and Group employees.

Where a Key Person position does arise, the Trustee Board will implement an action plan to enable gaps in qualifications and experience to be addressed to enable the Key Person dependency to be removed.

If a Key Person clause is added to the condition of the RSE or AFS Licence, the Trustee will comply with any conditions imposed on the Licence and notify the relevant regulator as detailed in sections 14.1.1 and 15.1.1.

6.2 REGISTRABLE SUPERANNUATION ENTITY (APRA)

The following requirements have been established by the Trustee Board to ensure that Responsible Persons have adequate skills, knowledge and experience.

6.2.1 TRUSTEE DIRECTORS

Trustee Directors are expected to have a minimum (Tier I) level of skills and knowledge in the areas relevant to their role, however each Trustee Director is not expected to have all the competencies that the Trustee Board is collectively required to have, if other Trustee Directors have those competencies or they are obtained from external consultants or experts and the Trustee Board does not unquestionably rely on their advice²⁸.

To ensure that collectively the Trustee Board, its Committees’ and Executives have the necessary skills, knowledge and experience needed for the effective and prudent operation of the Trustee’s business operations, and that each Trustee Director has skills that allow them to make an effective contribution to Board deliberations and processes. This includes the requirement to understand the risks of the Trustee’s business operations, including its legal and prudential obligations, and that the Trustee’s

28 SPG 520 (13)

business operations are managed in an appropriate way, taking into account these risks²⁹. This does not preclude the Board from supplementing its skills and knowledge by engaging external consultants and experts.

The Trustee Board has developed a skills matrix which details the minimum (Tier I) knowledge, skills and experience required of individual Trustee Directors. Skills and knowledge required at a Board and Committee level has also been developed by the Trustee Board detailing the optimum number of Trustee Directors required at each skill/knowledge level to enable the Trustee Board and its Committee's to function appropriately. These requirements are detailed in section 18 APPENDIX A – TRUSTEE DIRECTOR SKILLS .

6.2.2 RSE AUDITORS AND ACTUARIES

The fitness and propriety requirements for RSE auditors or actuaries are to be assessed in accordance with the requirements of SPS 520.³⁰

The duties and responsibilities of RSE Auditors are detailed via signed letters of engagement and for the RSE Actuary via a documented service level agreement.

6.2.3 OTHER RESPONSIBLE PERSONS

The Trustee Board has determined having regard to the definition of Responsible Person in this policy that the following Executives are Responsible Persons of the Trustee:

- Chief Executive Officer.
- Chief Financial Officer.
- Chief Risk Officer.
- Chief Operating Officer.
- Chief Investment Officer.
- Chief Member Experience Officer.

A person need not be an employee of the Trustee to be a Responsible Person if they are within one of the paragraphs in the definition of Responsible Person. In some circumstances a consultant, contractor or employee of another entity may be a Responsible Person.

6.3 FINANCIAL SERVICES (ASIC)

The fitness and propriety requirements for the Responsible Managers are met at two levels, organisational and individual. Both levels must be met.

To meet the requirements at an organisational level, each of the Responsible Managers must be able to demonstrate they have the appropriate knowledge and skill for each of the financial service or products authorised under the AFS licence.

At least one of the Responsible Managers must be able to demonstrate that they have the appropriate knowledge (educational component) and skills (experience) for each of the financial services or products authorised on a licence.

The Trustee Board has determined that at least two Responsible Managers should cover each of the knowledge and skills for each of the financial services and products authorised by the Trustee's AFS licence.

²⁹ SPS 510 (10)

³⁰ SPS 520 (19-25)

Each Responsible Manager must meet one of the following five criteria prior to submission to ASIC³¹.

OPTION	KNOWLEDGE COMPONENT	SKILLS COMPONENT
Option	Knowledge component	Skills component
1	Meet widely adopted and relevant industry standard or relevant standard set by APRA	3 years relevant experience over past 5 years
2	Be individually assessed by an authorised assessor as having relevant knowledge equivalent to a diploma	5 years relevant experience over past 8 years
3	Hold a university degree in relevant discipline and complete a relevant short industry course	3 years relevant experience over past 5 years
4	Hold a relevant industry or product specific qualification relevant to a diploma or higher	3 years relevant experience over past 5 years
5	Provide a written submission that satisfies ASIC that the individual has appropriate knowledge and skills for their role	

7 ASSESSING FITNESS AND PROPRIETY

7.1 INITIAL ASSESSMENT

A copy of the Group's Responsible Person (Fit and Proper) Policy is provided to:

- Any candidate for election or appointment as a Trustee Director of WA Super as soon as possible after the candidate is nominated; and
- Any other person before an assessment of their fitness and propriety is conducted.³²

7.1.1 TRUSTEE DIRECTORS AND GROUP EMPLOYEES

All potential Responsible Persons are assessed against the skills and knowledge requirements detailed in section 6.2 Registrable Superannuation Entity (Apra).

The Trustee will satisfy itself that the fitness and propriety requirements are met by:

- Consideration of an applicant's resume.
- Consideration of the applicant's character and recent experience.
- Undertaking reference checks both internal and external
- Obtaining evidence of qualifications and memberships.
- Individual assessment by a qualified assessor, where deemed appropriate.
- Psychometric assessment, where deemed appropriate.
- Undertaking interviews of the applicant.
- Reviewing conflicts of interest as outlined in section 9 Conflicts requirements.

7.1.2 INITIAL ASSESSMENT – RSE AUDITOR AND ACTUARY

The assessment of the RSE Auditor fitness and propriety will be undertaken annually as part of the appointment process.

³¹ RG 105 (Section C)

³² SPS 520, (28(a) and (b))

7.1.3 INITIAL ASSESSMENT - OTHERS

All other Responsible Persons assessments are undertaken at the time of appointment in accordance with the Group's Outsourcing and Procurement Policy (RZ.029).

7.2 ONGOING ASSESSMENT - TRUSTEE DIRECTORS AND GROUP EMPLOYEES

7.2.1 TRUSTEE DIRECTORS

The Trustee Board will annually assess the ongoing fitness and propriety of individual Trustee Directors in accordance with the Board Evaluation Policy (RZ.1127). Fitness and propriety will be assessed against:

- The skills, knowledge and experience and participation and contribution requirements as outlined in section 6 Fitness and Propriety Requirement.
- Meeting the training requirements as detailed in section 7.4.1 Trustee Directors.

7.2.2 GROUP EMPLOYEES

Responsible Persons and Managers who are Group employees will be assessed annually against:

- The skills and knowledge requirements detailed in their position description in accordance with the requirements of the Group's Performance Management Policy (RH.132).
- Meeting the training requirements as detailed in section 7.4.2 Group Responsible Persons.

7.2.3 OTHERS

Responsible Persons who are Outsourced Service Providers are assessed annually by the Trustee Board via the Audit and Compliance Committee, against the requirements detailed in the Outsourcing and Procurement Policy (RZ.029) and the relevant service level agreement.

7.3 OUT OF CYCLE FIT AND PROPER ASSESSMENTS

Where a Responsible Person has been assessed as fit and proper, but the Trustee Board subsequently becomes aware of information that may result in the person being assessed as not fit and proper, the Trustee Board will take all reasonable steps, including collecting sensitive information as defined in the *Privacy Act*, 1988 (Cth) if relevant, to ensure that it can prudently conclude that no material fitness and propriety concern exists. Where a concern exists, a full fit and proper assessment will be conducted.³³

7.4 MAINTAINING FITNESS

To ensure maintenance of the skills and knowledge of Responsible Persons and Managers who are Trustee Directors and Group employees, the Trustee Board has determined that to remain Fit and Proper, Responsible Persons and Managers are required to complete a minimum of 40 continuing professional development (CPD) points in each financial year, which approximately equates to 40 hours per annum. At least 10 of the CPD points are to be made up of formal assessment.

7.4.1 TRUSTEE DIRECTORS

The components of the Trustee Director training have been developed to ensure that the ongoing training includes the role of a director and a Board, specific requirements in relation to being a Trustee Director and the role of a Trustee Board, relevant legislative requirements as a holder of an RSE and AFS licence and specialist knowledge such as investments.

³³ SPS 520, (34)

The 40 CPD points are derived from three sources, with each source requiring a minimum number of CPD points being obtained per annum. The CPD points from one source are unable to be used to offset the point requirements from another source, except for offsetting the requirements for the discretionary component of the training.



Trustee Directors are able to determine the method and content of the training that they undertake, however preference should be given to training that is relevant to their roles on relevant Trustee Board Committee's, any skill gaps identified as part of their skills analysis, and gaps identified on the Board Skills Matrix to allow for succession planning.

7.4.2 GROUP RESPONSIBLE PERSONS

All Group employees including those who are Responsible Persons have in place an individual training plan, in accordance with the Group's Training Learning and Development Policy (RH.128).

The individual training plans are developed based on the following components:

- The training requirements to maintain professional memberships and or qualifications that are appropriate for the minimum skills and knowledge requirements that are related to their duties and responsibilities. For example, Membership of the Australian Society of Certified Practising Accountants or the Institute of Chartered Accountants.
- Kaplan – A minimum of 10 CPD points with the focus being on superannuation, investments and personal insurance.
- Discretionary Balance. This is designed to meet any specific skills or knowledge gaps that have been identified in the employee's development plan.

The CPD points from one source are unable to be used to offset the point requirements from another source, except for offsetting the requirements for the discretionary component of the training.

8 PROPRIETY REQUIREMENTS

The following requirements have been established by the Trustee to ensure that its Responsible Persons and Managers possess the competence, character, diligence, experience, honesty, integrity and judgement to properly perform their duties as a Responsible Person or Manager.³⁴

Each Responsible Person and Manager must meet these requirements at all times:

- Has not been refused admission, reprimanded, disqualified or removed, by a professional or regulatory body in relation to matters relating to the person's honesty, integrity or business conduct.³⁵
- Has not demonstrated a lack of willingness to comply with legal obligations, regulatory requirements or professional standards, or has been obstructive, misleading or untruthful when dealing with regulatory bodies or a court.³⁶

34 SPS 520 (18)(a)
 35 SPG 520 (14)(b)(iv)
 36 SPG 520 (14)(b)(a)

- Has not breached a fiduciary obligation.³⁷
- Is not prohibited from being appointed as a director under the *Corporations Act, 2001* (Cth) (CA) or similar overseas legislation.
- Has not been the subject of civil or criminal proceedings or enforcement action, in relation to the management of an entity, or commercial or professional activities, which were determined adversely to the person (including by the person consenting to an order or direction, or giving an undertaking, not to engage in unlawful or improper conduct) and which reflected adversely on the person's competence, diligence, judgment, honesty or integrity.³⁸
- Has not perpetrated or participated in negligent, deceitful or otherwise discreditable business or professional practices.³⁹
- Has not been substantially involved in the management of a business or company which has failed, where that failure has been occasioned in part by deficiencies in that management.⁴⁰
- Is not of bad repute in any business or financial community or any market.⁴¹
- Has not seriously or persistently failed to manage personal debts or financial affairs satisfactorily in circumstances where such failure caused loss to others.⁴²
- The Trustee has not formed an opinion that the creditability of the Trustee Board or the individual concerned is damaged by adverse publicity to the extent that their position with the Fund is untenable.

8.1 ASSESSMENT OF PROPRIETY

8.1.1 INITIAL ASSESSMENT

The Trustee will satisfy itself that potential Responsible Persons and Managers meet the propriety requirements by initially:

- Obtaining a Federal Police Clearance (Code 36 – Superannuation Trustee/Custodian/Investment manager or Responsible officer of a body corporate that is a trustee, investment manager or custodian of a superannuation entity)
- Where possible, obtaining a criminal record check from former countries of residence, if a nominee has resided overseas for a period exceeding twelve months after the age of eighteen.
- Undertaking a bankruptcy check.
- Searching APRA's Disqualification Register.
- Searching ASIC's Registers of Banned and Disqualified Persons.
- Obtaining an appropriate statutory declaration as outlined in section 20.
- Verifying business references both internal and external.
- Searching regulatory or professional registers to confirm that the nominee has not been disqualified or banned.
- Undertaking Anti-Money Laundering and Counter Terrorism Financing (AML/CTF) checks as required by the Group's AML/CTF Policy (RZ.017).

37 SPG 520 (14)(b)(ii)
 38 SPG 520 (14)(b)(viii)
 39 SPG 520 (14)(b)(iii)
 40 SPG 520 (14)(b)(vi)
 41 SPG 520 (14)(b)(vii)
 42 SPG 520 (14)(b)(v)

The process for the appointment of Responsible Persons and Managers allowing for adequate time for propriety checks to be undertaken, it is expected that all candidates will meet the propriety requirements prior to interim and final appointment unless there are exceptional circumstances such as difficulty in obtaining overseas police clearances, or in the case of an unexpected vacancy.

8.1.2 ONGOING ASSESSMENT

The Trustee Board will annually satisfy itself the Responsible Persons and Managers continue to meet the propriety requirements) by:

- Undertaking a bankruptcy check.
- Searching APRA's Disqualification Register.
- Searching ASIC's Registers of Banned and Disqualified Persons.
- Undertaking Anti-Money Laundering and Counter Terrorism Financing (AML/CTF) checks as required by the Group's AML/CTF Policy (RZ.017).
- Obtaining an appropriate statutory declaration as outlined in section 2018 Appendix E - Responsible Person And Manager Nomination Declaration; and
- Biennially obtaining a Federal Police Clearance.

9 CONFLICTS REQUIREMENTS

The Trustee Board has determined that a person can only be a Responsible Person or Manager if the individual has no conflict in performing those duties and responsibilities, or where the individual has a conflict, the Trustee is able to conclude that the conflict does not create a material risk that the individual will fail to properly perform the duties of the position.

In relation to Independent Trustee Directors, consideration will be also given to determine if there could be any actual or perceived conflicts in relation to affiliations.

The Group's Conflict of Interest Policy (RZ.021) details how the Trustee manages conflicts.

9.1 ASSESSING CONFLICTS

9.2 INITIAL ASSESSMENT

An assessment of a candidate's interests and duties will be undertaken against the requirements outlined in the Conflicts of Interest Policy (RZ.021).

For Independent Trustee Directors, in addition to the criteria outlined in the Conflicts of Interest Policy, actual potential and perceived conflicts will also be considered in relation to the following:

- Is a substantial shareholder of the Trustee, or is an officer of, or otherwise associated directly with a substantial shareholder of the Trustee.⁴³
- Is currently employed or has previously been employed in an executive capacity by entities within the Group or other associated entities of the Group and there has not been a period of at least three years between ceasing such employment and serving as an Independent Trustee Director.⁴⁴
- Has within the past three years been a principal of a material professional advisor or consultant to the Trustee or another Group member, or an employee materially associated with the service provider.⁴⁵

43 SPG 510 (9)(a)

44 SPG 510 (9)(b)

45 SPG 510 (9)(c)

- Is a material service provider of the Trustee’s business operations or another Group member, or an officer of or otherwise associated, directly or indirectly with a material service provider.⁴⁶
- Has a material contractual relationship with the Trustee or another Group entity other than as a director.⁴⁷
- Is eligible to be a member or employer representative of the Trustee Board.⁴⁸

9.2.1 ONGOING ASSESSMENT

Responsible Persons and Managers are required to declare conflicts of interest on an ongoing annual basis in accordance with the Group’s Conflicts of Interest Policy (RZ.021) and this declaration will form part of the annual assessment.

10 APPOINTMENT OF RESPONSIBLE PERSONS AND MANAGERS

10.1 INDUCTION

Upon appointment, all new Responsible Persons and Managers will have in place an induction plan based on their skills, knowledge and experience. As a minimum, all will meet with the Executive and other members of the Group’s Management Team as relevant. Trustee Directors will also meet with the Chair of the Trustee Board and the Chair of the Committees on which they will serve.

The induction process will include an overview of the Governance, Risk Management, Compliance and Investment Frameworks.

10.2 TRUSTEE DIRECTORS

The following process will be implemented by the Trustee Board to enable positions to be filled by persons with appropriate skills and experience. The Trustee Board may set up a Committee to assist in the process and will seek the appropriate resources to manage and assist in the selection process.

1. Twelve months (or as close as possible) prior to the expiry of the term of office of a Trustee Director, (“expiry”) the Trustee Board will determine if the Trustee Director is to be reappointed and if there are any specific skills, knowledge or experience areas that are being sought to be filled. In undertaking this assessment, the Trustee will take into consideration:
 - 1.1. The skills, knowledge and experience of existing Trustee Directors and any existing or future gaps identified as part of the annual board evaluation.
 - 1.2. The tenure of existing Trustee Directors, in light of the Board Renewal Policy (RZ.1129) and the skills, knowledge and experience that will be lost as a result of a term expiring.
 - 1.3. Specific skills or knowledge requirements to assist the Trustee Board in meetings its strategic objectives.
2. Nine months (or as close to as possible) prior to the expiry either the sponsoring entity and/or an external service provider will be engaged, and they will be informed of the requirements of the position being filled and invited to propose relevant candidates.
3. Six months (or as close to as possible) prior to the expiry, a selection panel selected by the Trustee Board will make recommendations to the Trustee Board for final selection.
4. Three months (or as close to as possible) prior to the expiry, the successful candidate will be advised that he or she has been appointed on either a permanent or interim basis.

46 SPG 510 (9)(d)
 47 SPG 510 (9)(e)
 48 SPG 510 (9)(f)

Training is required to be successfully completed within the required timeframe for those candidates who have been given interim appointments. Failure to meet the fit and proper requirements within the 90 days (unless there is written approval from APRA) will result in the candidate not being given a permanent appointment and the sponsoring entity will be required to provide a new candidate.

10.2.1 NOMINATION OR PROPOSED APPOINTMENT

If a nomination of a Trustee Director is considered unsuitable, the Chair (or the Trustee Board, where the nomination relates to the Chair) will communicate and seek to resolve this issue with the nominating body/ies. Where a nomination or proposed appointment is made that is considered unsuitable, the Chair (or the Trustee Board, where the appointment relates to the Chair) can communicate their concerns with the nominating body/ies.

Where a fit and proper assessment is conducted, and a person is found not to be fit and proper, they will not be appointed to the Responsible Person position in question.

10.2.2 MATERIAL THAT MAY BE INCLUDED IN THE COMMUNICATION

Communication to sponsoring entities may include the following:

- The Group's Fit and Proper Policy, with particular reference to the fitness and propriety standards;
- Collective assessment of directors' skills against the Board skills matrix contained in this policy, identifying areas of skill shortage or excess across the Board;
- The Group's Governance Framework and Conflicts management policy; and
- The Board charter, with particular reference to the Board's responsibilities.

10.2.3 OTHER RESPONSIBLE PERSONS

Other Responsible Persons are recruited in accordance with the Group's Outsourcing and Procurement Policy (RZ.029). The Chief Risk Officer (or delegate) is responsible for ensuring that the Outsourcing and Procurement Policy reflects this policy.

10.3 FINANCIAL SERVICES (ASIC)

The Chief Risk Officer will provide a submission to ASIC for the appointment of the Responsible Manager whose appointment will require ASIC confirmation and authorisation.

11 REMOVAL OF RESPONSIBLE PERSONS OR MANAGERS

An individual will be removed from a Responsible Person or Manager position if they:

- a) No longer meet the requirements of this policy;
- b) Transfer to another position within the Group that does not have fitness and propriety requirements.
- c) His or her contract is terminated or expires.

A person automatically ceases to be a Responsible Person or Manager when his or her employment/contract with the Group ceases.

11.1 REGISTRABLE SUPERANNUATION ENTITY (APRA)

Where the Trustee or a reasonable person in the Trustee's position has assessed that a Responsible Person does not meet the requirements of this policy then the Trustee Board must take all reasonable

steps to ensure that the Responsible Person does not continue to hold the Responsible Person position.⁴⁹ Where deemed appropriate, legal advice will be sought by the Trustee Board.

If a Responsible Person is disqualified pursuant to sections 120 or 126A of the SISA then the following shall apply:

1. If the Responsible Person has made a waiver application to APRA within 14 days after the person's conviction in accordance with section 126B of the SISA the Trustee Board may deem, upon viewing relevant documentation (i.e. waiver application/conviction date), that the person is not a disqualified person until APRA determines not to grant a waiver.
2. If APRA subsequently determines not to waive the disqualified person status, then the Responsible Person is automatically disqualified and must be immediately removed from this or her position.
3. If the Responsible Person is a Trustee Director, who intends to make a waiver application out of time, then the Trustee Board will deem the Trustee Director as automatically being a disqualified person. The Trustee Board will immediately remove the Trustee Director and consider an interim Trustee Director appointment.
4. If the Responsible Person is not a Trustee Director (for example the Fund Secretary/Chief Executive Officer) who intends to make a waiver application out of time, then he or she will immediately step down from their position pending APRA's determination. The Trustee Board shall make interim arrangements to ensure that the duties of the Responsible Person are being conducted by another person(s).

The Trustee has determined the following process for dealing with Responsible Persons who no longer meet the requirements of this policy.

11.2 TRUSTEE DIRECTORS

There may be circumstances that arise resulting in a Trustee Director ceasing to hold office as a Trustee Director of WA Super, these include:

- Formal resignation from their position by the Trustee Director;
- Expiration of the term of appointment and no reappointment is made;
- Removal by written notice from the sponsoring entity who nominated that Trustee Director;
- Failing to meet their fit and proper regulatory obligations, or any other Trustee Director obligations and responsibilities in accordance with this policy;
- The Trustee Board making a determination that the Trustee Director has failed to perform their duties of an acceptable standard and are therefore no longer capable of carrying out the responsibilities of a Trustee Director.

The Trustee Board has implemented the following process:

1. If a Trustee Director fails to meet the requirements of this policy, then the Trustee Board will give the Trustee Director 'written notice' that he or she no longer meets the Trustee's Fit and Proper requirements by detailing the requirements that have not been met.
2. Once the Trustee Director receives a written notice from the Trustee Board, then the Trustee Director may decide to appeal the decision of the Trustee Board.
3. If the Trustee Director is going to appeal the Trustee Board's decision, then the Trustee Director will provide the Trustee Board with:

⁴⁹ SPG 520 (43)(b)

- (i) Evidence of satisfactorily complying with items outlined in the written notice (for example providing copies of annual declarations or training certificates); and
- (ii) A submission in writing on why he or she does meet the Trustee's Fit and Proper requirements.

This submission must be provided to the Trustee Board within 14 days of the Trustee Director being in receipt of the written notice.

4. Upon receipt of the Trustee Director's submission, the Trustee Board will consider the appeal submission.
5. The Trustee Board shall consider and make a determination whether the Trustee Director meets the Trustee's Fit and Proper requirements as outlined in this policy. The Trustee Board will endeavour to give its written decision to the Trustee Director within 5 business days (or such other time as may be required) of being in receipt of the Trustee Director's appeal submission.

The Trustee Board's decision will be final and binding on the Trustee Director.

6. If the Trustee Board's decision is that the Trustee Director no longer meets the Trustee's Fit and Proper requirements, then the Trustee Director will be removed in accordance with the terms of the Constitution.
7. ASIC and APRA must be notified of the change of Trustee Director as outlined in section 15 and 16.
8. Rules 11.2 (1) to (7) do not apply if a Trustee Director is disqualified pursuant to sections 120 and 126A (Disqualified persons) of the SISA.

11.2.1 BOARD DETERMINATION OF NON-PERFORMANCE

Trustee Directors are encouraged to be open and discuss any concerns around meeting the Trustee's expectations of them. Where the Trustee Board holds the view that a Trustee Director is not meeting the Trustee's expectations, or concerns around performance become evident through the Board review process, the following procedure will be followed:

- The Chair will address the issues with the Trustee Director in question.
- The Chair will seek a commitment from the Trustee Director to improve their performance or behaviour as appropriate to address the issues raised.
- The performance of the Trustee Director will be reviewed three months after this commitment is given.
- If after three months, there has been little or no improvement in performance or behaviour then the Chair will hold a second discussion with the Trustee Director with consideration of customised training or professional development to address the areas of concern.
- If the Trustee Director agrees to undertake the relevant training, their performance will continue to be reviewed over an additional three-month period.
- If the Trustee Director refuses to undertake the training or they do so without any improvement in performance over the second three-month review period, the Chair will make a recommendation to the Trustee Board which may include that the Trustee Director be removed.

11.2.2 GROUP EMPLOYEES

Group employees who are Responsible Persons can be removed under this section and their employment contracts are to reflect this provision.

The Group has in place a Grievance Policy (RH.126), which details the appeals process should they wish to appeal the decision to remove them from a Responsible Person Position.

11.2.3 OTHER RESPONSIBLE MANAGERS

Other Responsible Managers will be removed in accordance with the terms of the service level agreement, between the Trustee or the Group entity and the Responsible Manager.

12 MONITORING OF COMPLIANCE WITH PROCEDURES

12.1 REPORTING OF NON- COMPLIANCE

The Group has in place a Breach and Incident Reporting Policy (RZ.031) and Whistleblower Policy (RZ.013) both of which encourage the reporting of non-compliance, including information that may pertain to a Responsible Person or Manager not meeting the criteria outlined in this policy.⁵⁰

Should an individual have information that a Responsible Person does not meet the Fund's Fit and Proper requirements as outlined in this policy, then they are obliged to report the matter to either the Chief Risk Officer or the Chief Executive Officer and Chair of the Audit and Compliance Committee or APRA⁵¹ as per the Group's Whistleblower Policy. If the whistleblower believes the issue relates to either the Chief Risk Officer and/or CEO, they are to report their concerns directly to the Chair of the Audit and Compliance Committee.

The Group's policies, procedures and practices do not constrain, impede, restrict or discourage, whether by confidentiality clauses, policies or other means, any person from disclosing information or providing documents to APRA⁵².

12.2 COMPLIANCE FRAMEWORK

The Group has in place a Compliance Framework which monitors compliance with this policy.

13 PRIVACY

Personal and sensitive information may be collected as part of complying with this policy and related procedures, the collection of such information will be conducted in compliance with the Privacy Act 1998 (Cth).⁵³

Personal or sensitive information collected may be used or disclosed to entities within the Group or external parties such as, legal advisors and regulators, including any Regulated Entity for the purpose of complying with this policy and related procedures.

14 DOCUMENT RETENTION

The People and Culture Manager will retain fitness and propriety records for Responsible Persons in accordance with the Group's Record Retention Policy (RZ.1145).⁵⁴

15 APRA

The Group will take reasonable steps to assist APRA in assessing the fitness and propriety of a person. This will include obtaining and supplying information and documentation requested by APRA.⁵⁵

50 SPS 520 (38)
51 SPS 520 (38)(39)
52 SPS 520 (40)
53 SPS 520 (34)
54 SPS 520 (36)
55 SPS 520 (48)

15.1 REPORTING

APRA will be advised in the required format⁵⁶ within 14 days of any changes or new appointments⁵⁷ of the following information:

- The title of each Responsible Person Position.
- The individual's full name.
- The individual's date of birth.
- The individual's position and main responsibilities.
- A statement of whether the person has been assessed under this policy.

If a Responsible Person is assessed as not being fit and proper, the Trustee will notify APRA within 14 days.⁵⁸ If the individual remains in the Responsible Person position, the notification will also state the reason for this and the action being taken.

15.1.1 KEY PERSON

If an individual who meets the Key Person standard ceases their involvement with the Fund, then APRA will be notified prior to the person leaving, or if that is not possible as soon as possible. The Trustee will nominate another suitably qualified person and advise APRA to enable them to reassess the Trustee before varying the RSE licence to reflect the new key person.

The Fund Secretary or Chief Risk Officer is responsible for advising APRA of the above matters.

16 ASIC

The removal of a Responsible Manager is to be advised to ASIC within 10 business days of the person ceasing to be a Responsible Manager.

16.1 KEY PERSON

ASIC will be notified within 5 business days and nominate another person to replace them, along with the information to demonstrate that they have the organisational competence to cover all of the financial services and products covered by the AFS Licence. If nobody is appointed to replace the Key Person, then details outlining the reason why not will be supplied.

The Fund Secretary or Chief Risk Officer is responsible for advising ASIC of the above matters.

17 POLICY REVIEW

This policy will be reviewed at least biennially by the Trustee Board via the Human Resources Committee to ensure that the policy remains appropriate and effective.

56 SPS 520 (47), format as per SRS520

57 SPS 520 (45)

58 SPS 520 (46)

18 APPENDIX A – TRUSTEE DIRECTOR SKILLS MATRIX

The Trustee Board has determined the following as the key skills/knowledge areas required for Trustee Directors. When appointing directors, the Trustee may consider additional factors such as diversity, cultural fit and alignment with the Strategic Business Plan.

To enable the Trustee Board and its Committees to function effectively the Trustee Board has determined that it requires for each of the competencies to have at least one director at a “Tier III” level and one director at a “Tier II” level.

The skills sets have been developed and are based on the AICD Company Directors Corporate Governance Framework and industry specific requirements.

COMPETENCIES		TIER I	TIER II	TIER III
INVESTMENTS	Skill Sets	<p>Should understand the following:</p> <ul style="list-style-type: none"> – Investment principles (including risk and return, diversification, liquidity etc); – The characteristics of major asset classes; – The process for formulating investment beliefs and setting investment objectives and strategy, including the ranges of factors a Trustee must take into account; and – The Trustee’s Investment Governance Framework and its constituent policies and procedures. 	<p>In addition to the minimum requirements, should understand the following:</p> <ul style="list-style-type: none"> – Investment processes; and – Implementation of risk management including legal. 	<p>Should have an in-depth knowledge of Tier II requirements; and have demonstrated knowledge in portfolio strategy, asset allocation, multi-asset and multi-manager portfolio construction.</p>
	Training / Knowledge Base	<ul style="list-style-type: none"> – Completion of RG 146/ investment governance or similar course; and – Induction session with the Investment Team to obtain a good understanding of the Investment Governance Framework and its constituent policies and procedures including the; <ul style="list-style-type: none"> – Investment Policy Statement and Beliefs; and – Investment Strategy for the Fund and each investment option. 	<ul style="list-style-type: none"> – Three or more years’ experience via attendance and participation Investment Committee; and – Obtaining a more in-depth understanding of the Investment Governance Framework and its constituent policies and procedures, including: <ul style="list-style-type: none"> – The Investment Strategy for Fund and each investment option; – Investment Policy Statement; – Liquidity Management Plan; 	<p>Relevant work experience in investment management, financial services and/or superannuation sector.</p>

COMPETENCIES		TIER I	TIER II	TIER III
			<ul style="list-style-type: none"> – Due diligence processes; – Valuation Policy; and – Policies in relation to the management of derivatives and currency; and – Relevant external courses / conferences. 	
FINANCIAL & AUDIT	Skill Sets	Should understand the accounting and auditing processes of the Trustee, Fund and related entities.	<ul style="list-style-type: none"> – Is able to demonstrate an understanding of the following and the ability to apply this understanding to the Trustee and the Fund: <ul style="list-style-type: none"> – Financial statements applicable to superannuation funds and the risks applicable to financial statement preparation. – Budgeting processes, the relevant cost outcomes of this process including the dynamics between direct and other management costs and investment management costs. – Key taxation issues in superannuation and how they apply to the Trustee and the Fund. 	Is able to demonstrate: <ul style="list-style-type: none"> – A detailed knowledge of the financial, accounting and taxation implications for superannuation funds and the risks associated with these, including risk mitigation processes. – Application of this to the Fund and its financial statements. – Awareness of the latest accounting standards and taxation amendments as applicable to the Fund.
	Training / Knowledge Base	<ul style="list-style-type: none"> – Induction session with Finance to obtain as good understanding of: – Risk Management Framework and constitute policies and procedures relating to finance and accounting; and – The latest Financial Statement and External Audit Report. 	<ul style="list-style-type: none"> – Three more years' experience via attendance and participation of the Audit & Compliance Committee; and – Obtaining a more in-depth understanding of the Prudential requirements around finance resources and audit processes. 	<ul style="list-style-type: none"> – CPA / CA qualified; or – Experience in the provision of financial services in the areas of accounting, tax, audit and assurance.
GOVERNANCE & RISK MANAGEMENT	Skill Sets	Should understand: <ul style="list-style-type: none"> – Understanding of and ability to effectively implement the covenants and obligations set out in the SISA. 	Should have more in-depth knowledge and application of RSE and AFSL law and the key elements and operations of the Trustees Risk Management Framework and composite Policies.	<ul style="list-style-type: none"> – Demonstrate a detailed knowledge of the legal and governance requirements for superannuation funds and the application of this to WA Super; and

COMPETENCIES		TIER I	TIER II	TIER III
		<ul style="list-style-type: none"> – Understanding of the key elements and application of the SISA, SISR and Prudential Standards. – Understanding of the elements and application of other RSE law and trust law. – Understanding and application of directors' responsibilities outlined in the SISA. – Understanding of the general obligations of AFSL outlined in the Corporations Act. <p>Understanding the Fund's Risk Management Framework, including the Risk Appetite Statement and Risk Management Strategy.</p>		<ul style="list-style-type: none"> – Detailed knowledge of risk management principles and the key elements and operations of the Trustee's risks.
	Training / Knowledge Base	<ul style="list-style-type: none"> – Completion of AICD or similar course, including satisfactory completion of associated assessment; and – Completion of course in relation to superannuation governance; and – Induction session with Chief Risk Officer. 	<ul style="list-style-type: none"> – Three more years' experience via attendance and participation of the Risk Management Committee. <p>Completion of relevant external courses in relation to Governance and Risk Management.</p>	<ul style="list-style-type: none"> – Legal qualification; or – Specialised training and experience in superannuation / financial services law and risk management.
STRATEGY	Skill Sets	<ul style="list-style-type: none"> – Is able to demonstrate an understanding of the framework for developing the strategic direction of the Fund and the business planning and budgeting process. – Demonstrate and understanding of Trustee's Outsourcing Framework, product and services, and the key elements of the Trustee's Insurance Management Framework. 	<ul style="list-style-type: none"> – Have an understanding of the structure of the outsourced agreements and service arrangements. – Able to demonstrate an understanding of the fund's products, the external environment that they operate in and member expectations. 	Have detailed knowledge or experience in superannuation in the area of strategy or product and market trends.
	Training / Knowledge Base	<ul style="list-style-type: none"> – Induction session with Executive Team to obtain a good understanding of the strategic planning process, and relevant governance requirements. 	<ul style="list-style-type: none"> – Have had previous experience as a director or senior executive of an organisation with 20 or more employees. 	<ul style="list-style-type: none"> – Have had previous experience as a director or senior executive with a financial service organisation with 40 or more employees.

COMPETENCIES		TIER I	TIER II	TIER III
		<ul style="list-style-type: none"> – Walk through of the Strategic Business Plan and monitoring process with CEO. – Induction session with the Executive Team to understand the Insurance Management Framework. 		
PEOPLE & REMUNERATION	Skill Sets	Should understand: <ul style="list-style-type: none"> – An understanding of remuneration frameworks. – An understanding of the prudential framework that applied to director and executive remuneration. – An understanding of the remuneration requirement that apply to AFSL holders. 	Should understand: <ul style="list-style-type: none"> – A more detailed knowledge of directors and financial service remuneration and the impact on culture. – An understanding and application of Board composition and skill requirements. 	Should understand: <ul style="list-style-type: none"> – Detailed knowledge or remuneration practices within the financial services sector and the external environment. – Detailed knowledge of Board composition and structure.
	Training / Knowledge Base	Induction session with Executive to provide an understanding of the Remuneration Framework and constituent policies.	Three more years' experience via attendance and participation of the Human Resources Committee.	<ul style="list-style-type: none"> – Relevant experience at an organisational leadership level in determining conditions or employment and remuneration issues.

18.1 TIER I REQUIREMENTS

The minimum (Tier I) requirements across all skills/knowledge areas, has been set as follows:

- Completion of the AICD Company Directors Course and completion of assessment.
- Subject to availability completion of a course in relation to:
 - Superannuation governance; and
 - Investment governance;

Preference will be given to courses that are provided by ASFA, AIST, and AICD. If courses are not available within the required timeframe, then an induction course will be provided by management. The course will then be completed on availability.

All Trustee Directors who do not meet Tier I skills requirements will be appointed on an interim basis for a period of up to 90 days subject⁵⁹ to the successful completion of the above courses within the 90-day period unless they are able to demonstrate adequate prior learning.

18.1.1 PRIOR LEARNING

Trustee Directors that are appointed to fill a skill at a Tier III or Tier II level are required to successfully complete Tier I requirements outlined above in section 18.1 Tier I Requirements, unless they are able to demonstrate adequate prior learning.

Membership of AICD at a “Member” or “Graduate Member” class, by the ongoing completion of the mandatory CPD requirements, must be maintained.

⁵⁹ SPS 520 (31)

19 APPENDIX E - RESPONSIBLE PERSON AND MANAGER NOMINATION DECLARATION

All candidates for Responsible Person Manager positions are required to complete the following declaration at the time of nomination.

WA Local Government Superannuation Plan Pty Ltd
Proper Person Nomination Declaration for Trustee Directors

I (full name)	
of (residential address)	
Occupation:	

declare that:

- 1 I have been given a copy of the Fund's:
 - Responsible Person (Fit and Proper) Policy and Procedure
 - Summary of Trustee Director Duties (*Directors only*)
 - Conflicts of Interest Policy
 - WA Local Government Superannuation Plan Pty Ltd Constitution (*Directors only*)
 - Board Evaluation Policy (*Directors only*)
 - Trust Deed
 - Code of Conduct Policy
 - Board Renewal Policy (*Directors only*)
 - Remuneration Policy
 - Governance Framework
 - Board Charter (*Directors only*)
 - Audit and Compliance Committee and Risk Management Committee, Investment Committee and Human Resources Committee Charters (*Directors only*)

and to the best of my knowledge:

 - (i) I meet the requirements of the fitness requirements of the Responsible Person (Fit and Proper) Policy and Procedure.
 - (ii) I am not a disqualified person.
- 2 I have not been convicted of any dishonesty offence.
- 3 I am not bankrupt or a discharged bankrupt.
- 4 I have not had a civil penalty order made against me by any court.
- 5 I have not been subject of an adverse finding by APRA or any other regulator, removed from membership of, reprimanded or disciplined by, any professional or regulatory body in relation to matters of personal honesty, integrity or business conduct and I am not under investigation by a professional body.

6 The only conflicts of interest that I will have in performing the position of Trustee Director are:

(list)

7 A listing of relevant duties is detailed below:

(summary)

8 I do not believe that any of the conflicts of interests or duties will adversely affect my suitability for the position:

9 I hold the following educational and vocational qualifications and have enclosed certified copies of the original qualifications.

Qualification	Institution	Date Received
<i>(list)</i>		

10 I have the following technical, specialist and industry skills and experience relevant to the position:

(detail)

11 I have attached a copy of my resume.

12 I am able to meet the ongoing time commitments for the role (estimated time being two to four days per month)

- 13 There is no impediment to me attending Trustee Board and Committee meetings.
- 14 I have approval from my employer (if applicable) to enable me to undertake the role.
- 15 I have consented to a Federal Police Clearance (Code 36) to be undertaken.
- 16 I consent to a bankruptcy check and the checking of relevant regulatory and professional association registers to be undertaken.
- 17 I have provided details of at least two professional references to be undertaken and consent for these referees to be contacted.
- 18 If appointed on an interim basis I will undertake all required training or provide all relevant information within 90 days of notification of interim appointment.
- 19 I consent to a skills assessment to be undertaken (if required) and I understand that I will need to undertake any additional and ongoing training within the agreed timeframes.
- 20 I am aware of the ongoing evaluation as set out in the Responsible Person (Fit and Proper) Policy and Procedure and Board Evaluation Policy.
- 21 I declare that if successful, I will be able to execute a statutory declaration (as detailed in Appendix F of the Responsible Person (Fit and Proper) Policy and Procedure) that relates to my eligibility to be appointed to the position.

Signature:

Date:

20 APPENDIX F - RESPONSIBLE PERSON AND MANAGER APPOINTMENT AND ANNUAL DECLARATION

The following declaration is required to be made prior to appointment and at least annually by Responsible Persons and Managers.

WA Local Government Superannuation Plan Pty Ltd Proper Person Declaration for Responsible Persons and Managers

I (full name)	
of (residential address)	

declare that:

Not a disqualified person

I am eligible to be appointed as a director of an Australian company and I have never been disqualified or prohibited from being appointed as a director of a company or managing corporations under the *Corporations Act, 2001* (Cth) (CA) or any similar overseas legislation.

- 1 I have never been convicted of:
 - a) An offence that concerns:
 - (i) The making, or participation in the making, of decisions that affect the whole or a substantial part of the business of a corporation; or
 - (ii) A corporation's financial standing; or
 - b) An offence under the CA that involved dishonesty and was punishable by imprisonment for over 3 months; or
 - c) An offence under the CA that did not involve dishonesty and was punishable by imprisonment for over 12 months; or
 - d) Any other offence in respect of dishonest conduct against or arising out of a law of the Commonwealth, a State, a Territory or a foreign country, other than such an offence in respect of which the Australian Prudential Regulation Authority has made a declaration under section 126D of the *Superannuation Industry (Supervision) Act, 1993* (Cth) (SISA) waiving my status as a disqualified person.
- 2 No order has ever been made in respect of me under section 19B of the *Commonwealth Crimes Act, 1914* or a corresponding law of a State, Territory or foreign country in relation to my having been charged with any offence of the kind referred to in section 1 (being an order or the effect that the court, having decided that although such an offence was proved, it would not proceed to record a conviction), other than such an offence in respect of which the Australian Prudential Regulation Authority has made a declaration under section 126D of the (SISA) waiving my status as a disqualified person.
- 3 I am not an undischarged bankrupt under the laws of any country and none of my property is subject to control under section 50 or 188 of the *Bankruptcy Act, 1966* (BA) (or any corresponding law of another country).

- 4 I have not entered into a deed of arrangement or assignment and my creditors have not accepted a composition under Part X of the (BA) (or any corresponding law of another country) or, if any such deed or arrangement or assignment or composition has been entered into, it has been fully complied with and no payments are outstanding or it has effectively come to an end by the issue of a certificate under section 232, 237A or 243A of the BA (or any corresponding law).
- 5 I have not been subject to a civil penalty order under section 196 of the SISA.
- 6 I have not been disqualified by APRA from being a responsible person of a trustee of a superannuation entity, under s120 of the SISA.
- 7 I have / have not spent more than 12 months continuously overseas since I turned age 18 and reaffirm that I have not been convicted of any offence in respect of dishonest conduct against or arising out of a law of a foreign country.

Reputation

- 8 I have never been refused the right, or been restricted in the right, to carry on any trade, business or profession for which a licence, registration or other authority is required by law.
- 9 I have never been suspended from membership of, or disciplined by, any securities, stock, futures, commodities or other exchange.
- 10 I have never been removed from membership of, reprimanded or disciplined by, any professional or regulatory body in relation to matters of personal honesty, integrity or business conduct.
- 11 I am not under investigation by a professional body for a matter relevant to my duties with an RSE licensee.
- 12 I have never participated in negligent, deceitful, or otherwise discreditable business or professional practices.
- 13 I have never failed to comply with the requirements of or standards of a regulatory or professional body or a court and I have not ever been obstructive, misleading or untruthful in my dealings with any of them.
- 14 I am not of bad repute in any business of financial community or any market.

Names used

- 15 I have not carried on a business under any name other than the name or names shown in this declaration.
- 16 I have not been known by any other than the name or names shown in this declaration.

Management experience

- 17 I have never participated in the management of any company or business that has:
 - a) Had an external administrator appointed;
 - b) Been declared insolvent;
 - c) Been declared equivalent to insolvent under the law of an external territory or country other than Australia;
 - d) Had an instrument of approval under the SISA revoked;
 - e) Had a licence under the CA (or any previous corresponding law) or registration under the *Insurance Agents and Brokers Act, 1984* revoked or suspended; or

f) Failed for some other reason, where that failure has been occasioned in part by deficiencies of management.

18 I have not previously been the subject of civil or criminal proceedings or enforcement action, in relation to the management of an entity, or commercial or professional activities, which determined adversely on my competence, diligence, judgement, honesty or integrity (including my consenting to an order or direction, or giving an undertaking, not to engage in unlawful or improper conduct).

Conflicts of interest

19 I have never:

- a) Failed to disclose a conflict of interest; or
- b) Failed to disqualify myself because of a conflict of interest; or
- c) Participated in deliberations relating to a matter in which I had a conflict of interest; or
- d) Acted in my own interest in preference to the interests of persons to whom I owed any fiduciary duty.

20 I am not subject to a conflict of interest or duty which may affect my ability or the ability of the Trustee to act with the degree of probity and independence required or to comply with the duty of care to superannuation fund members, apart from any conflicts of interest or duty expressly disclosed to the Trustee.

21 I have never knowingly or recklessly breached a fiduciary duty.

Personal finances

22 I have never seriously or persistently failed to manage my personal debts or financial affairs satisfactorily in circumstances where such failure caused loss to others.

AND I MAKE this solemn declaration by virtue of the *Statutory Declarations Act, 1959* (Cth), and subject to the penalties provided by that Act for making of false statements in statutory declarations, conscientiously believing the statements contained in this declaration to be true in every particular.

DECLARED at	
<i>of (residential address)</i>	
Signed	
Witness name	
Witness signature	

DOCUMENT CONTROL

VERSION	APPROVED ON	PAGES AFFECTED/REMARKS	RESOLUTION NO (IF APPLICABLE)
2.1	April 2007	Page 17 Clause 10 Paragraph re informing board of Directorships added.	
2.2	May 2007	Page 17 Clause 10 Tidy up of names and titles. Added clause to allow participation in meeting after conflict declared	
2.3	July 2007	Page 6 Clause 3 Appendix 3 Position Descriptions Removal of Risk Manager as a Responsible Officer	
2.3	September 2007	None. Annual Review	
2.4	November 2007	Clause 5.5(h) – to allow for the positive attestation of fit & proper status Clause 7 – AMC/CTF added to list of legislation supplied	
2.5	May 2008	Page 11 – Clause 6.1 – adding Eligible Employer Page 12 – Clause 6.2 – tidy up Page 13 – Clause 6.3 - Employer Director provision added Page 13 – Clause 6.3 – Director rotation added Constitution review	
3.0	September 2008	Whole document – Addition of Responsible Manager, addition of AFSL general obligations Appendix A – Position Description Trustee Director, addition of requirements of chair positions and AFSL obligations. Appendix G – Training Plan updated for current course availability. Amalgamation of Trustee Position Description and Training Plan into policy. Annual Review	
4.0	September 2009	References to SGN 110.1 updated to reflect July 2008 version Appendix G – Induction training. Annual Review	
4.1	February 2010	5.5(h) – wording update to reflect fit and proper. APRA Review	
5.0	September 2010	Whole document – Referencing updated to SPG 520 released Aug 2010	

VERSION	APPROVED ON	PAGES AFFECTED/REMARKS	RESOLUTION NO (IF APPLICABLE)
		<p>4.1 Minimum responsible officer requirements duplicated in 4.3 deleted</p> <p>4.3 Skills and knowledge updated</p> <p>5.5(b) added – overseas checks</p> <p>8 Self assessment of directors added</p> <p>12 Whistleblowing added</p> <p>Appendix A – Minimum experience updated to reflect 4.3</p> <p>Appendix C – Position summaries updated</p> <p>Appendix D – AFSL general obligations added</p> <p>Appendix F – Regular declaration deleted – regular declaration included in Appendix B</p> <p>Appendix G – Ongoing training updated.</p> <p>Annual Review</p>	
6.0	October 2011	<p>Include reference to risk management and compliance framework</p> <p>Appendix G renamed appendix F</p> <p>Appendix's cleaned up.</p> <p>Annual Review</p>	
7.0	October 2012	<p>Clean up grammar & spelling.</p> <p>Annual Review</p>	
7.1	May 2013	All. Modify for requirements of SPS 520.	
8.0	December 2013	<p>Section 7.2.1 – Skills knowledge for committees added</p> <p>Section 10.1.1 – Committee composition modified</p> <p>Section 19.1 – Skills sets added</p> <p>Section 21 – Added.</p> <p>Annual Review</p>	
8.1	February 2014	<p>Section 19.1.1. 19.2.1 & 19.3.2 –Size of organisation changed from 50 to 20</p> <p>Section 18.1- Investment Manager added as responsible manager</p>	
9.0	October 2014	<p>Section 8.1.2 – clarification to age of previous police clearance added</p> <p>Section 19 – Updated for current course availability, and removal of requirement to complete ASFA Certificate IV in Superannuation</p> <p>Policy references updated throughout.</p> <p>Annual Review</p>	
9.1	December 2014	Change review frequency from annually to biennially as per ACC Item 5.1, 5 Dec 2014	
9.2	July 2015	Section 18.1 Group Employees had the following positions remove, Compliance Officer, Board Investment Consultant, Board Investment Committee.	

VERSION	APPROVED ON	PAGES AFFECTED/REMARKS	RESOLUTION NO (IF APPLICABLE)
		Changes to employees and roles	
10.0	September 2017	All – separating policy from procedures. Annual review including refinement of the Board Skills Matrix	
11.0	July 2019	Scheduled Review. Revised to include: Provision of fit and proper policy to any other person before an assessment of their fitness and property is conducted and process for out of cycle fit and proper assessments. The process for resolving disputes about nominations, appointment or re-appointment of directors.	Approved by the HRC on 29/07/2019 BRD:003214 Approved by the Board on 19/09/2019 BRD:003351