



MOVEMBER®

JUNE 2021

MOVEMBER GOVERNANCE FRAMEWORK

SUMMARISED FOR PUBLICATION

CONTENTS

PURPOSE OF THIS DOCUMENT	2
---------------------------------	---

KEY ROLES AND RESPONSIBILITIES	3
Membership Group	3
Board of Directors	3
Chair of the Board	4
Founder Representative Directors	4
Board Committees	4

APPOINTMENT AND RE-APPOINTMENT OF INDEPENDENT MEMBERS AND DIRECTORS	5
Guiding principles	5
Appointment of Independent Members and Directors	5
Re-appointment of Directors and Independent Members	5

PERFORMANCE EVALUATION	6
Evaluation of Board and Director performance	6
Performance evaluation for Independent Members	8

CODE OF CONDUCT FOR MEMBERS, DIRECTORS AND OFFICERS	9
Movember's values and behaviours	10
Legitimate interests of Movember stakeholders	11
Confidentiality of information	11
Disclosure of interests and management of conflicts of interest	11
Raising concerns (whistleblowing)	12

MANAGING CONFLICTS OF INTEREST	13
---------------------------------------	----



PURPOSE OF THIS DOCUMENT

Members, Directors and Officers join Movember to support our mission to help men live happier, healthier, longer lives. Our community trusts us to make sure we maximise the impact of the dollars and effort put into Movember, and we take that responsibility seriously.

Though Founding and Independent Members, Directors and Officers have distinct roles to play, all are aligned by a common mission, strategic objectives and Movember's values. Working together, our governance framework brings together the diverse skills, perspectives and efforts of each contributor to Movember.

This document describes our governance framework and how it sets us up for success. Every Founding and Independent Member, Director and Officer of Movember is committed to working within the letter and spirit of it.

For the avoidance of doubt, this document summarises the key parts of our governance framework, but it does not purport to set out an exhaustive list of all duties, functions, and responsibilities of Members, Directors, or Officers. It should be read in context with the Movember Foundation Trust deed, and each Movember entity's Establishing Document.



KEY ROLES AND RESPONSIBILITIES

MEMBERSHIP GROUP

ROLE, COMPOSITION AND PRIMARY FUNCTIONS

The Membership Group's main focus is to ensure that as Movember continues to grow, innovate and evolve Movember while remaining faithful to its Founding Principles.

The Membership Group oversees the performance of the Board which has ultimate legal liability for the functioning of the organisation. In carrying out this role, the Membership Group's primary functions include:

- 01 Encouraging and supporting organisational growth and performance.
- 02 Managing the composition of the Board.
- 03 Succession planning for the Membership Group.
- 04 Effecting proposed changes to Movember's governance framework.

SPECIFIC FUNCTIONS OF FOUNDING MEMBERS

As the original creators of Movember, Founding Members hold a unique perspective on our mission and values, and the founding principles of Movember. In addition to the functions of the whole Membership Group, Founding Members are also responsible for the appointment, re-appointment and removal of Founder Representative Directors.

BOARD OF DIRECTORS

ROLE, COMPOSITION AND PRIMARY RESPONSIBILITIES

The Board is the custodian of the purpose for which Movember exists and for ensuring that the organisation's strategies are developed and delivered to fulfill Movember's mission.

The Board is accountable to all Movember's stakeholders for Movember's performance. This includes the Membership Group, as well as every Mo Bro, Mo Sister, donors, partners and the men that Movember serves (together referred to as Movember's 'Stakeholders').

The Board should comprise:

- 01 A minimum of three, and a maximum of ten Directors.
- 02 Independent (non-executive) Directors only (noting that up to two Founder Representative Directors may be appointed, and though it is preferred that these Directors are also independent, the Founders have discretion to appoint people who are employed by, or provide services to Movember).
- 03 Directors with a diverse range of experience, expertise and skills relevant to Movember and its strategic plans.
- 04 Directors who are financially literate.
- 05 Individuals who are deeply committed to fulfilling Movember's mission.
- 06 Directors are appointed for three-year terms and may be re-appointed to serve on the Board for up to a maximum of nine consecutive years. Directors who have served three terms on the Board are eligible for re-appointment to the Board after a twelve-month absence from the Board.

PRIMARY FUNCTIONS

The Board's primary functions include:

- 01 Providing reporting, transparency and accountability to Movember's Stakeholders and Membership Group.
- 02 Setting Movember's strategic direction and monitoring and supporting management's delivery of Movember's strategic plan.
- 03 Selecting, appointing and of managing the performance of the CEO.
- 04 Defining Movember's risk appetite and overseeing Movember's risk management practices.
- 05 Monitoring (and where necessary approving) Movember's compliance with legal and regulatory requirements, including external financial reporting.
- 06 Succession planning and performance management for the Board itself.

CHAIR OF THE BOARD

ROLE AND KEY RESPONSIBILITIES

The Chair leads the Board in carrying out its functions. The Chair:

- 01 Manages all meetings of the Board.
- 02 Plans and sets the annual workplan and the agenda for each Board meeting.
- 02 Ensures, as far as possible, that the Board has all of the information required to make decisions on matters before it.
- 04 Builds and supports strong working relationships amongst Directors and between the Board and the CEO.
- 05 Leads the Board's commitment to a strong and meaningful commitment to this governance framework.
- 06 Represents the Board outside of the Boardroom.

FOUNDER REPRESENTATIVE DIRECTORS

ROLE AND KEY RESPONSIBILITIES

Up to two Founder Representative Directors ensure that the Founding Members' perspective on Movember's mission and Founding Principles is reflected at the Board table. Founder Representative Directors hold that same legal obligations as every other Director. They also have the added responsibility of discharging their obligations as Directors with the views of the Founding Members in mind, whilst ensuring those views don't conflict with the best interests of Movember or with any of their legal responsibilities as a Director.

BOARD COMMITTEES

ROLE AND APPOINTMENT OF COMMITTEES AND ADVISORY GROUPS

The Board may appoint and may delegate any of its powers to committees or advisory groups established to assist in particular areas (acknowledging that the Board cannot relieve itself of its overall strategic, governance and compliance responsibilities).

The members of a committee or advisory group will be appointed by the Board. Committee or advisory group membership may comprise of Directors, employees or others from outside Movember who have skills, knowledge or expertise relevant to Movember's purpose and mission, and relevant to the needs of the particular committee.

All committees or advisory groups must have a Chair. It is considered good practice that the committee / advisory group Chair is not the Board Chair.

Though the Board may establish any committee or advisory group it considers necessary, the following committees will be convened on a standing basis:

FINANCE, RISK & AUDIT COMMITTEE (FRAC)

The Board will always have a dedicated FRAC. The FRAC's purpose is to assist the Board in fulfilling its responsibilities regarding oversight of the quality, adequacy and integrity of Movember's finance, audit (internal and external) and risk and compliance management practices.

PEOPLE & CULTURE COMMITTEE (P&C COMMITTEE)

The Board will have a standing P&C Committee. The P&C Committee's purpose is to assist the Board in fulfilling responsibilities regarding oversight of matters relating to the composition, succession planning and performance of the Board, matters relating to the appointment and performance of the CEO, workplace health and safety, culture and strategic workforce issues.

PROGRAMS STRATEGY & INVESTMENT COMMITTEE

The Board's Programs Strategy & Investment Committee's purpose is to assist the Board in fulfilling its responsibilities regarding oversight of matters relating to Movember's health programs strategy and portfolio management, and the monitoring and evaluation of outcomes from the implementation of that strategy and portfolio.



APPOINTMENT AND RE-APPOINTMENT OF INDEPENDENT MEMBERS AND DIRECTORS

GUIDING PRINCIPLES

Members and Directors (and Officers at Movember) must have a passion for men's health and a strong personal alignment to Movember's values and culture.

Movember's governance framework is strongest when it draws upon the contributions of a Membership Group and Board with diverse:

01
Experiential attributes, such as functional experience, industry experience, accomplishments and education.

02
Demographic attributes, including gender, race, region and generational cohort.

03
Personal attributes, including personality, interests and values.

APPOINTMENT OF INDEPENDENT MEMBERS AND DIRECTORS

The Membership Group and the Board are each led by the same guiding principles, and work collaboratively to seek out the best talent possible to join Movember.

In general terms, the Membership Group will lead the selection and recruitment process for new Independent Members and the Board will lead the selection and recruitment processes for new Directors. The Board is responsible for issuing shares to newly appointed Members, and the Members are responsible for endorsing the appointment of new Directors to the Board.

RE-APPOINTMENT OF DIRECTORS AND INDEPENDENT MEMBERS

Six months before the end of every Director or Member's term of appointment, they will be requested to indicate whether or not they intend to stand for re-appointment (if eligible to do so).

If a Director or Member wishes to be re-appointed to their role for a further term, their performance will be evaluated in accordance with the matters set out in the part of this document headed "Performance Evaluations". The outcome of this performance evaluation will be provided to the Board and the Membership Group to inform voting on the re-appointment of the Directors or Member concerned.



PERFORMANCE EVALUATION

Regular, structured performance evaluation is a core component of good governance and ensures that a high standard of performance is maintained.

Members and Directors (individually and as a collective Board group) partake in the performance evaluation process set out below. This framework is based on an expectation that Members and Directors perform their roles in a way that creates value and contributes sustainably to Movember's mission and purpose.

EVALUATION OF BOARD AND DIRECTOR PERFORMANCE

At least once every three years, the Board will engage a suitably qualified and independent person to facilitate an assessment of the Board's performance. At least one interim Board self-assessment will be conducted by the Chair assisted by the Company Secretary. In addition, prior to the completion of each appointed term, individual Director performance will be assessed.

Assessment will focus on how effectively the Board or individual Director is performing against the following criteria:

CRITERIA	POINTS OF CONSIDERATION
STRATEGIC PLANNING, DECISION MAKING AND FULFILMENT OF MISSION	<p>01 High quality and effective strategic and business plans are in place and guiding the organisation to the effective and efficient fulfilment of mission and purpose.</p> <p>02 The Board monitors appropriately the implementation of its strategic and business plans.</p> <p>03 Movember's Impact Assessment Framework is in place and identifies that the desired programmatic outcomes are being effectively delivered.</p> <p>04 The organisation is consistently meeting its financial targets and cost ratios as established via annual operating plans and budgets.</p>
GOVERNANCE FRAMEWORK	<p>01 Movember is operating in accordance with its governance framework.</p>
RISK MANAGEMENT	<p>01 Movember's risk management systems are in place, well documented and operating effectively.</p>
STEWARDSHIP	<p>01 The Board is supporting and managing the performance of the CEO.</p> <p>02 The culture and operations of Movember are consistent with Movember's values.</p>
THE BOARD AS A COLLECTIVE DECISION-MAKER	<p>01 The Board functions effectively as a collective decision-maker. This includes an assessment of how well the Board:</p> <p>01.1 Functions as a team;</p> <p>01.2 Sets and completes its annual work program;</p> <p>01.3 Ensures that the reports (e.g. financial reports) and other information that it receives are suitable to its needs;</p> <p>01.4 Follows its meeting procedures; and</p> <p>01.5 Follows its decision-making procedures.</p> <p>02 The culture and operation of the Board is consistent with Movember's values, and the Code of Conduct set out in this framework.</p> <p>03 The Board is engaging appropriately and effectively with key stakeholders.</p> <p>04 Sub-committees are in place and functioning effectively.</p>
INDIVIDUAL DIRECTOR ASSESSMENT	<p>Prior to the end of each three-year term, Directors will undergo an individual performance review.</p> <p>01 The Director's individual contribution to the above criteria.</p> <p>02 The requirements of the Director Position Description.</p> <p>03 Alignment with the requirements of the framework, including but not limited to the Code of Conduct.</p>

The results of each Board evaluation undertaken will be shared with the Membership Group.

PERFORMANCE EVALUATION FOR INDEPENDENT MEMBERS

As set out in this framework, before any Member stands for re-appointment, the Membership group will engage a suitably qualified and independent person to design and facilitate an assessment of the Member's performance in their role.

The form and content of this assessment process will be developed so that it is appropriate to the size of the role a Member has. The intention of the assessment is review whether a Member seeking to continue serving Movember has contributed to Movember in the way this framework anticipates they will, and in particular meets the requirements and expectations set out in the Code of Conduct contained within this framework.



CODE OF CONDUCT FOR MEMBERS, DIRECTORS AND OFFICERS

The behavioural expectations set out in this code of conduct, together with Movember's values, demonstrate what Movember stands for. In every aspect of their work with Movember, every Member, Director and Officer has agreed to hold true to Movember's values, and in doing so comply with the letter and spirit of this code of conduct.

MOVEMBER'S VALUES AND BEHAVIOURS

Movember's values steer everything our people do. They keep us focused on who we are as an organisation. They are what set us apart. The values are:

FUN

We have fun doing good.

TEAM MOVEMBER

We enable every person to be their best

REMARKABLE EXPERIENCES

We create remarkable experiences for our people and our community.

RESPECT

We are caring and inclusive.

HUMBLE

We should never forget why we are here.

CHANGE AGENT

We must think and act differently to have an ever-lasting impact on men's health.

Everyone at Movember is required to act with the utmost honesty, integrity and objectivity in fulfilling their role. Members, Directors, and Officers must strive at all times to set and meet the highest standards in pursuit of Movember's charitable objectives, and to enhance the reputation and performance of Movember.

In fulfilling their roles, Directors and Members must endeavour to:

- 01 Prepare thoroughly for, and attend all scheduled Board / Member meetings.
- 02 Always exercise due care, diligence and skill.
- 03 Act impartially in the best interests of Movember, always putting the organisation's interests ahead of personal interests or benefits.
- 04 Protect Movember's assets and act in a financially responsible manner.
- 05 Use information appropriately (as further detailed under the heading 'Confidentiality of Information').
- 06 Maintain an appropriate level of governance education / training to ensure a high standard of role performance.
- 07 Comply with internal Movember's policies where applicable.

LEGITIMATE INTERESTS OF MOVEMBER STAKEHOLDERS

Decision makers must have regard to the bona fide interests of Movember's legitimate stakeholders (being the men we serve, and the Mo Bros, Mo Sisters, donors, sponsors, men's health partners, employees and other supporters). Movember will never knowingly infringe on the legal rights of its legitimate stakeholders and will take reasonable steps to minimise the risk of doing so unintentionally.

Members, Directors, and Officers will:

01

Act lawfully and with fairness, honesty and integrity in all of their dealings.

02

Never directly or indirectly mislead Stakeholders.

03

Treat all Movember employees and Stakeholders will courtesy and respect.

04

Preserve to enhance the good reputation of Movember and avoid behaviour which might damage Movember's brand and reputation.

05

Not use Movember's name or their connection to Movember to further any personal or other business purpose.

CONFIDENTIALITY OF INFORMATION

"Confidential information" includes:

01

Matters of a technical nature, trade secrets, technical data, marketing procedures and information, accounting programs and procedures, financial information, strategic, and business plans and like information relating to the business of Movember.

02

All other information which is imparted to Members, Directors, and Officers in fulfilling their role with Movember, in circumstances which its known (or ought reasonably to be known that the information is confidential.

Members, Directors, and Officers:

01

May use confidential information solely for the purposes of performing their role at Movember.

02

Must keep all confidential information confidential.

03

Will comply with Movember's privacy policy and all other applicable privacy obligations at law.

Confidential information received by a Member, Director, or Officer remains the property of Movember and should not be disclosed to any other person without the prior written consent of the Chair of the Board (except where disclosure is required by law

The obligation of confidentiality will continue after the end of a Member, Director, or Officer's term of appointment (or employment as the case may be in respect of all confidential information.

DISCLOSURE OF INTERESTS AND MANAGEMENT OF CONFLICTS OF INTEREST

The interests of Movember must always take precedence to the personal interests of Members, Directors, and Officers (or the interests of any other person or organisation).

Movember's practice of proactively identifying and managing conflicts of interest is strictly adhered to. As a general proposition, and consistent with the detailed requirements set out in section M.07 of this framework, Members, Directors, and Officer will:

01

Fully and promptly disclose any private or business interest or other matter which may lead to potential or actual conflicts of interest.

02

Ensure that any dealings with Movember are at arm's length to avoid the possibility of any actual or perceived conflicts of interest.

RAISING CONCERNS (WHISTLEBLOWING)

Members, Directors and Officers will report to the Chair of the Board any instances of conduct they observe to be inconsistent with this code of conduct.

If any concern or issue involves the Chair of the Board, the Chair of the P&C Committee will perform the duties assigned to the Chair of the Board under this code of conduct.

PROCESS

The interpretation and application of this code of conduct will be fair, just and equitable in all situations.

Any concern or complaint raised will be requested to be put in writing. Investigation of any concern or complaint will be undertaken efficiently, with a view to arriving at an expedient resolution (and in most cases, within 45 days of the complaint being made).

Generally, concerns or complaints raised under this code of conduct will be referred by the Chair of the Board (or if a matter concerns a Member, the Membership Group) to a suitably qualified (external) workplace investigator to look at the matter(s) raised, report on any findings about them, and, where appropriate, make recommendations about any actions to resolve the matter.

Where a breach of this code of conduct is established, consequences will be determined by the Board on a case-by-case basis, taking into account the gravity of the breach and the circumstances around it.

Consequences may include:

01

Censure of the Member, Director, or Officer in private.

02

Termination of employment at Movember (where relevant).

03

Suspension of a Director by resolution of a majority of Directors or Members (followed by a review and decision by a majority of Members to either remove that Director or annul the suspension).

04

Removal from the Membership of Movember, in accordance with the Constitution.

PROCEDURAL FAIRNESS

The outcome of any investigation taken under this code of conduct will be communicated in writing to the person who raised a concern or complaint, as well as the person that concern or complaint is about.

Any outcome and/or decision made in relation to this code of conduct may be appealed in writing, for the good faith consideration of the Board and Membership Group. A final decision on any matter of appeal will be communicated in writing.

IMMEDIATE EXPULSION

Without limitation by anything else in this framework (or any other Establishing Document) any Member, Director, or Officer who is convicted of a crime punishable by a term of imprisonment will automatically vacate their role at Movember. There will be no exceptions or right of appeal in respect of these matters.



MANAGING CONFLICTS OF INTEREST

Being accountable and transparent to our Stakeholders for both what we do and how we do it is an essential part of our success.

When it comes to understanding, identifying and managing conflicts of interest, all Members, Directors, and Officers follow this guidance, and remain:

01 Proactive in disclosing any conflict of interest (perceived, potential or actual) that they may have, and

02 Focused on protecting the integrity and good reputation of Movember.

TERMS USED IN THIS SECTION

TERM	EXPLANATION
PERSONAL INTERESTS	In the context of this framework, an 'interest', is a reference to personal or professional relationships or business arrangements that directly or indirectly affects you or somebody you are close to.
CONFLICTS OF INTEREST	<p>Generally speaking, a conflict of interests arises when personal interests could improperly influence, or be seen to influence, the decisions or actions a person takes in their role at Movember. Conflicts are often described as being actual, potential or perceived, described below:</p> <p>ACTUAL As the name suggests, where there is a real, live conflict between a person's role at Movember and another personal interest they have.</p> <p>PERCEIVED There might be no actual or potential conflict, but if a person has a personal interest that someone else could reasonably think improperly influences decisions or actions, this is called a perceived conflict.</p> <p>POTENTIAL A potential conflict is one that's foreseeable that an actual conflict could arise if a circumstance is not managed properly to avoid it.</p>

IDENTIFYING, MANAGING AND DISCLOSING CONFLICTS OF INTEREST

A person's circumstances can change often, so Members, Directors and Officers are required to regularly consider the relationship between their personal interests and their role at Movember, in order to identify any conflicts of interest.

All Members', Directors', and Officers' interests that have the potential to give rise to a conflict must be registered in the Register of Interests. This register is kept by the General Counsel & Company Secretary and helps us show that the conflict has been declared and resolved.

For the avoidance of doubt, conflicts of interest are not always a problem and most of the time they can be managed. However, they must be disclosed and managed with transparency. Movember manages conflicts of interest by requiring our people to:

- 01 Identify and disclose any actual, perceived, or potential conflicts of interest.
- 02 Avoid conflicts of interest where possible.
- 03 Carefully manage any conflicts of interest that can't be avoided.

Where a conflict of interest isn't avoidable, Movember takes the following three step approach:

01 DISCLOSURE

When a Member, Director or Officer becomes aware of a conflict of interest that involves they must report that fact to the Company Secretary (and if a Director, the Chair of the Board as well).

02 MANAGEMENT

Once a conflict has been disclosed the Board (should the conflict relate to a Director) or the Membership Group (should a conflict relate to a Member) will decide whether or not the conflicted person should:

- 01 Abstain from voting on a matter of conflict.
- 02 Be excluded from participating in any discussion or debate concerning a matter of conflict.
- 03 Be excluded from the room during any such discussion or debate and the voting.

03 RECORDING

The action and result of the voting will be recorded in the minutes of a relevant Board or General meeting.



ADMINISTRATION AND PROCESS MATTERS

TRAINING AND DEVELOPMENT FOR DIRECTORS AND MEMBERS

Directors and Members should be able to access professional development activities for improved knowledge, skills or information required to enable the Board to carry out its functions as effectively as possible.

INDEPENDENT ADVICE FOR DIRECTORS AND MEMBERS

Each Director and Member is entitled to obtain professional advice in relation to Movember's affairs at Movember's cost, conditional on the Chair's prior written approval.

REVIEW

This framework will be reviewed at least once every three years by the Board and Membership Group, or as otherwise required to ensure it remains consistent with Movember's purpose, and contemporary standards of corporate governance.



MOVEMBER[®]