Board Remuneration Policy

Current as at September 2026

Policy Number	Policy Title
5.32	Board Remuneration Policy

Policy Principles	In accordance with best practice Corporate Governance standards Payments to Directors will be governed by a clear and rigorous policy and processes that guide the Board, Committee's, Director's, Members, and individuals to efficiently, effectively and transparently govern the organisation.
Purpose	To ensure IRT remunerates Directors fairly and responsibly in accordance with legislative requirements and is transparent and accountable to its Stakeholders in accordance with best practice Corporate Governance standards
Risk Statement	IRT has zero tolerance for activities that effect IRTs status as a public benevolent institution
Scope	Payments to Directors
Related Procedure	Annual Conflict of Interest and Fit and Proper Declarations
Related Documents	• Board Charter • Board Compliance Plan • Code of Conduct • Conflicts of Interest
Compliance Requirements	• Charitable Fundraising Act and Regulations • S9 and Section 286 Corporations Act • Conditions of Authority to Fundraise • ACNC Governance Standards
Diversity Statement	IRT is committed to respecting, valuing and celebrating diversity in all its forms in our customer, older people and workforce population and catering for diverse needs through respectful, inclusive and equitable practices.
Policy Owner	Company Secretary
Publish Date	September 2026
Content Manager Reference Number	

1 Aged Care Quality Standards and Relevant Legislation

This policy has been written to align with the Aged Care Quality Standards and other relevant legislation and regulations. The following table explains the link between this policy and the relevant external requirements.

Standard / legislation	What this means
Section 48 of the Charitable Fundraising Act 1991	Approval required for Governing Body members to be remunerated or receive benefit.

2 Policy Principles

2.1 Board Remuneration

Payments to Director's will be determined and applied within the context of:

- The Law, industry standards, quality systems and government funding obligations; and
- The Constitution, Mission, Values, core business and philosophy of IRT.

2.2 Key Principles

The following principles will determine the basis for Payments to Directors:

- The policy for Payments to Directors will consider best practice Corporate Governance Standards, the Related Documents, company and Director specific factors as well as external market factors.
- A comparison to similar like sized organisations is to be conducted every three years to ensure competitiveness, with the intervening years adjusted by same amount as provided for under the Enterprise Agreement.
- Remuneration will reflect the demands and responsibilities of the role of Director.
- The total amount of Remuneration for the Board as a whole must be approved at an AGM including any subsequent increases to this amount.
- Prior to any payment being made to a Directors, an application must be made to the Minister for approval of remuneration of Directors under Section 48 of the Charitable Fundraising Act 1991.
- Remuneration indexation is to stay in line with the lesser of CPI (all groups, Sydney, March quarter) and the increase payable under the Enterprise Agreement.
- There will be differential remuneration for the Chair of the Board and the Chair of each Committee. Acting Chairs will be eligible to receive the differential where they are fulfilling the role due to an absence of 12 weeks or more.
- Directors must abide by IRT's Gift Policy.

- Out-of-pocket expenses will be reimbursed by IRT following approval by the Chair or the Company Secretary in accordance with IRT policy.
- Reimbursement of travel costs will be in accordance with IRT's Travel Policy.
- Directors are eligible to access salary packaging through IRT's approved provider.
- Directors are able to utilise additional IRT employee benefits such as gym memberships.
- Where the Constitution and Related Documents and Procedures allow additional reasonable and proper remuneration for services actually rendered or goods supplied in the ordinary course of business this must be disclosed.

2.3 Procedural Actions

In relation to all Payments to Directors or the Board, the Board will ensure that:

- It adheres to this policy and any further necessary principle, policy or process to effectively govern Payments to Directors.
- It is open, transparent and accountable to its Stakeholders.
- It does not directly or indirectly hide, conceal or misinform its Stakeholders.
- All accounts, records and related financial documentation will be kept and reported in accordance with the Law, Australian Accounting Standards and this policy and transparently disclosed to Members in the Annual Financial Statements providing the approved aggregated pool and the amount paid in the financial year in respect to director fees.
- The annual Board budget will include and account for Payments to Directors which will be presented, approved, and minuted annually by the Board.
- It is mindful and responsive of IRTs status and reputation as a public benevolent institution and the cultural tone it sets.
- Payments to Directors are derived from profits of the organisation contributed to by the government, donors, sponsors, benefactors, clients and customers and Stakeholders will form perceptions and views about Director's behaviour in how money is spent.
- Each year, the Company Secretary will put forward a proposed remuneration review recommendation to the Board via the People, Safety & Culture Committee with a review of available benchmarking comparisons of similar like-sized organisations conducted every three years to ensure competitiveness. The Board will then include the proposed remuneration in its annual budget. Where the proposed remuneration exceeds or is likely to exceed the remuneration pool last approved by Members at an AGM, Member approval must be sought for an increased remuneration pool at the next AGM to occur.
- Where the proposed remuneration is within the amount approved by Members, the Company Secretary must seek Ministerial approval as required by law prior to payment of any increase to Directors. Directors receive fees in line with the approved structure, with additional amounts for the Chair and Committee Chairs, and are reimbursed for out-of-pocket expenses according to IRT policies. All payments and disclosures are

transparently reported in the Annual Financial Statements, ensuring compliance with legislative and governance requirements.

3 Tracking Compliance

3.1 Key Performance Indicators

The Board will ensure and monitor transparency and accountability regarding Payments to Directors through the following:

- Inclusion in the Annual General Meeting Notice and minutes of any increase of the aggregate remuneration pool.
- Appropriate disclosures in the Annual Financial Statements,
- Maintenance and monitoring of Board Compliance and Board budget,
- Annual and on-going Fit and Proper and Conflict of Interests Declarations
- Financial statements are kept in accordance with the Law and Australian Accounting Standards and account for Payments to Directors,
- Internal and External Audit,
- Public disclosure regarding Corporate Governance, and ongoing consideration of and benchmarking to industry standards, quality systems and best practice,
- Approval of remuneration as required by the relevant stated based charitable fundraising licences.

4 Monitoring, Evaluation and Review

- Feedback regarding this policy can be referred to: Company Secretary
- Triggers for review outside of the usual cycle include: changes to the Law or IRT Board Governance policies.

In practice example

Each year, the Company Secretary prepares a Director remuneration recommendation for review by the People, Safety and Culture Committee. The recommendation considers benchmarking, the approved Board budget, the current Member-approved remuneration pool, and any required approvals.

If the proposed remuneration remains within the approved pool, Ministerial approval is sought before any payment is made. If the proposed amount would exceed the approved pool, Member approval is sought at the next AGM before Ministerial approval and payment. All approved payments are recorded, processed in line with IRT policy, and disclosed in the Annual Financial Statements.

5 Roles and Responsibilities

Role	Responsibility
Executive General Manager, Finance	Monitor and report on payments
Company Secretary	• Conduct a market review of Directors remuneration every three years • Monitor and report on Compliance • Ensure General Members approval is sought • Ensure Ministerial approval is sought
People, Safety & Culture Committee (nomination and remuneration)	Review and determine the strategy and policy for oversight of payments of Directors.

6 Definitions

In this Policy, words have the following meaning:

Term	Definition
Payments to Directors	Means and includes all remuneration, reward, benefit or gratuity and includes reimbursement of out of pocket expenses in any form whether incurred by credit card of accounts
Remuneration	Means all remuneration (including superannuation), reward, benefit or gratuity but excludes reimbursements for out of pocket expenses
Stakeholders	• Members • Internal and external stakeholders
The Law	Means Commonwealth and State Legislation and Regulations