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BOARD SKILLS MATRIX

RHIPE LIMITED
(ACN 112 425 436)

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1 INTRODUCTION

This board skills matrix provides a guide as to the skills, knowledge, experience, personal attributes and other criteria appropriate for the board of Rhipe Limited (**Company**). The board of the Company (**Board**) has identified this matrix as a useful tool to assist with professional development initiatives for directors and for the Board's succession planning.

2 PRINCIPLES

The Board is a skills-based board comprising of directors who collectively have the skills, knowledge and experience to effectively govern and direct the organisation.

The skills and attributes of the Company can be broadly categorised as follows:

- governance skills (that is, skills directly relevant to performing the Board's key functions);
- industry skills (that is, skills relevant to the industry or section in which the organisation predominantly operates); and
- personal attributes or qualities that are generally considered desirable to be an effective Director.

The Board as a whole should also encompass desirable diversity in aspects such as gender, age or different perspectives.

It is expected that each director has a broad understanding of the technology industry with particular regard to software licencing and cloud computing services.

3 REFERENCES

This matrix has been designed in accordance to the ASX Corporate Governance Principles and Recommendations.

4 POLICY

The skills, knowledge and experience required on the Board will change as the organisation evolves. In relation to each skill identified in this matrix, the Board will assess whether the identified skill is 'essential' or 'desirable' to the Board.

The Board skills matrix comprises three parts:

- Part A is an assessment of governance and industry based skills areas which should be held collectively by the Board. Each skill area is accompanied by a description.

As directors are appointed or elected to the Board, their skill sets should be noted in the 'Directors Strengths' column. Whilst many Directors will have a number of the skills listed, only the top 3 held by each director will be mapped so that the Board can readily ascertain the Board's collective skill strengths and gaps.

- Part B is a description of personal attributes that all the directors of the Board should be expected to possess.

- Part C contains observations regarding the diversity and non-skills based Board attributes.

Regular Board performance evaluations should address Board skills and personal director attributes.

The skill areas in the matrix will be regularly reviewed to ensure that the composition of skills on the Board remains aligned with the Group's stage of development and strategic direction.

PART A – COLLECTIVE SKILLS

1. Governance Skills

Key

Strategy	Strategy and strategic planning	Ability to think strategically and identify and critically assess strategic opportunities and threats and develop effective strategies in the context of the strategic objectives of the Company's relevant policies and priorities.
Policy	Policy development	Ability to identify key issues and opportunities for the Company within the technology industry, and develop appropriate policies to define the parameters within which the organisation should operate.
Finance	Financial performance	Qualifications and experience in accounting and/or finance and the ability to: <ul style="list-style-type: none"> • analyse key financial statements; • critically assess financial viability and performance; • contribute to strategic financial planning; • oversee budgets and the efficient use of resources; and oversee funding arrangements and accountability.
Risk	Risk and compliance oversight	Ability to identify key risks to the organisation in a wide range of areas including legal and regulatory compliance, and monitor risk and compliance management frameworks and systems
IT	Information technology strategy and governance	Knowledge and experience in the strategic use and governance of information management and information technology within the organisation.
Exec Management	Executive management	Experience at an executive level including the ability to: <ul style="list-style-type: none"> • appoint and evaluate the performance of the CEO and senior executive managers; • oversee strategic human resource management including workforce planning, and employee and industrial relations; and oversee large scale organisational change.
Commercial	Commercial experience	A broad range of commercial/business experience, preferably in the small to medium enterprise context, in areas including communications, marketing, branding and business systems, practices and improvement.
International	International experience	Knowledge of and experience in companies with operations outside of Australia.

Matrix

Personal Details					Committees			Top 3 areas of Expertise							
Name	DOB	Director since	Independent	NED/Exec	Audit	Risk	Rem/Nom	Strategy	Policy	Finance	Risk	IT	Exec Mgt	Commercial	International
Michael Hill Chair	1972	2014		Exec	●		●	●		●				●	
Dominic O'Hanlon Managing Director	1968	2015		Exec				●	●				●		
Mark Pierce	1961	2014	●	NED	Chair	Chair			●	●	●				
Dawn Edmonds	1968	2014		Exec		●	●		●		●	●			
Laurie Sellers	1948	2014	●	NED		●	Chair					●	●	●	
Michael Everett	1966	2014	●	NED	●		●	●					●	●	●

2. Industry Skills (Technology)

Skill Area	Description	Assessment of Board
Product Delivery	Knowledge of and experience in providing software licencing and cloud computing services to businesses and organisations.	50% of the Board has direct and long term experience in the Technology industry. All Board members have extensive experience in transferrable skill areas such as Marketing, Vendor and Client Engagement.
Technology Innovation	Understanding the current drivers of innovation in the information technology market and specifically in the software delivery and licensing and cloud computing sectors. Experience in delivering new product offerings in response to market demand, to achieve market leadership or to take advantage of opportunities for innovation.	
Vendor engagement	Strong existing relationships with technology and software vendors and an understanding of products offered and the positioning of different vendors in the market.	
Client engagement	Experience in engaging with management of businesses and organisations and other customers to assess IT needs and deliver appropriate solutions and the ability to maintain positive relationships with clients over time.	
Community and stakeholder engagement	High level reputation and networks in the local community including with relevant industry organisations and consumer or business groups, and the ability to effectively engage and communicate with those stakeholders.	
Marketing	Knowledge of and experience in marketing services to business clients.	

PART B: PERSONAL ATTRIBUTES

Attributes	Description
Integrity (ethics)	A commitment to: <ul style="list-style-type: none"> • understanding and fulfilling the duties and responsibilities of a director, and maintain knowledge in this regard through professional development; • putting the Company's interests before any personal interests; • acting in a transparent manner and declaring any activities or conduct that might be a potential conflict; and • maintaining Board confidentiality at all times.
Effective listener and communicator	The ability to: <ul style="list-style-type: none"> • listen to, and constructively and appropriately debate, other people's viewpoints; • develop and deliver cogent arguments; and • communicate effectively with a broad range of stakeholders.
Constructive questioner	The preparedness to ask questions and challenge management and peer directors in a constructive and appropriate way about key issues.
Contributor and team player	The ability to work as part of a team, and demonstrate the passion and time to make a genuine and active contribution to the Board.
Commitment	A visible commitment to the purpose for which the Company has been established and operates, and its on-going success.
Influencer and negotiator	The ability to negotiate outcomes and influence others to agree with those outcomes, including an ability to gain stakeholder support for the Board's decisions.
Critical and innovative thinker	The ability to critically analyse complex and detailed information, readily distil key issues, and develop innovative approaches and solutions to problems.
Leader	Innate leadership skills including the ability to: <ul style="list-style-type: none"> • appropriately represent the organisation; • set appropriate Board and organisation culture; and • make and take responsibility for decisions and actions.

PART C: DIVERSITY & NON-SKILLS BASED CRITERIA

Skill Area	Description	Assessment of Board
Gender diversity	Relatively equal gender representation should be sought for the Board to reflect gender diversity in the local community and given that gender diversity has been positively correlated with performance.	17% of the Board is female and the Board has specific objectives for gender diversity at Board level and in the organisation.
Geographic and cultural diversity	The Company is designed to have a strong link to their local and global community and respond effectively to local needs. Therefore, the Board should have strong local and global representation. Where possible, cultural diversity on the Board should be reflective of the cultural diversity in both the local and global community.	The Board currently consists of directors based in Melbourne and Sydney. The Board is able to call on the Company's international subsidiary board members for global and cultural insights.
Age	Some age diversity should be sought among directors to bring different generational perspectives to the Board's deliberations.	The ages of the directors range from 44 to 68.
Previous Board experience	The Board should collectively comprise directors who demonstrate competence and experience at Board level and/or who have completed formal training in directorship/governance.	The majority of the directors have extensive experience operating at Board level for both private and publicly listed companies. Three directors have completed formal training in directorship/governance.