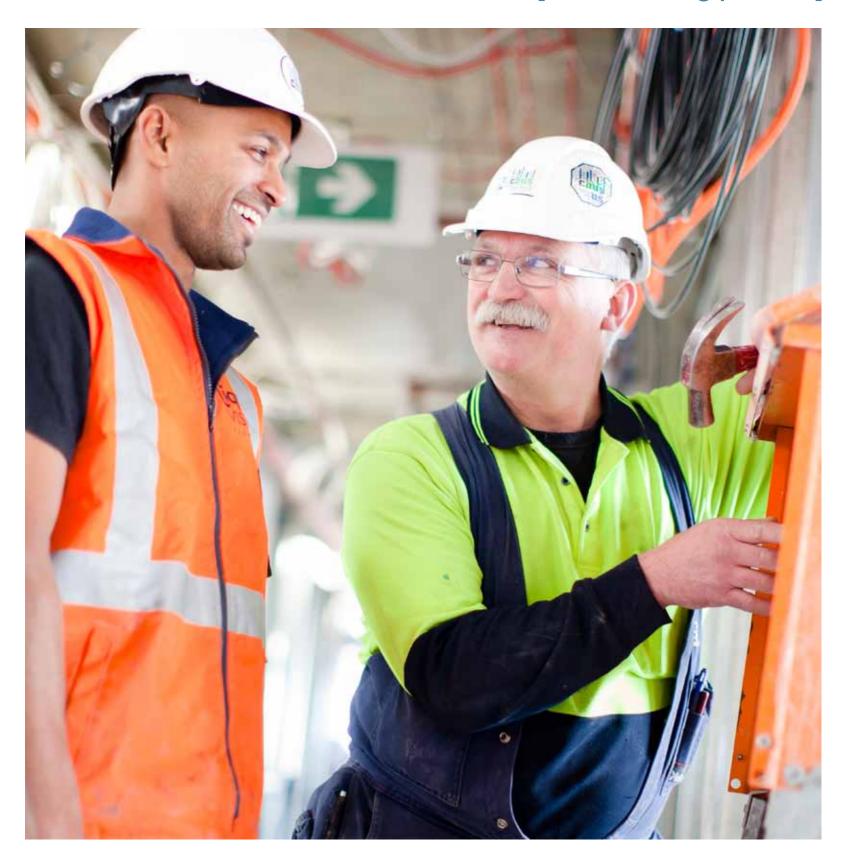




2011/12

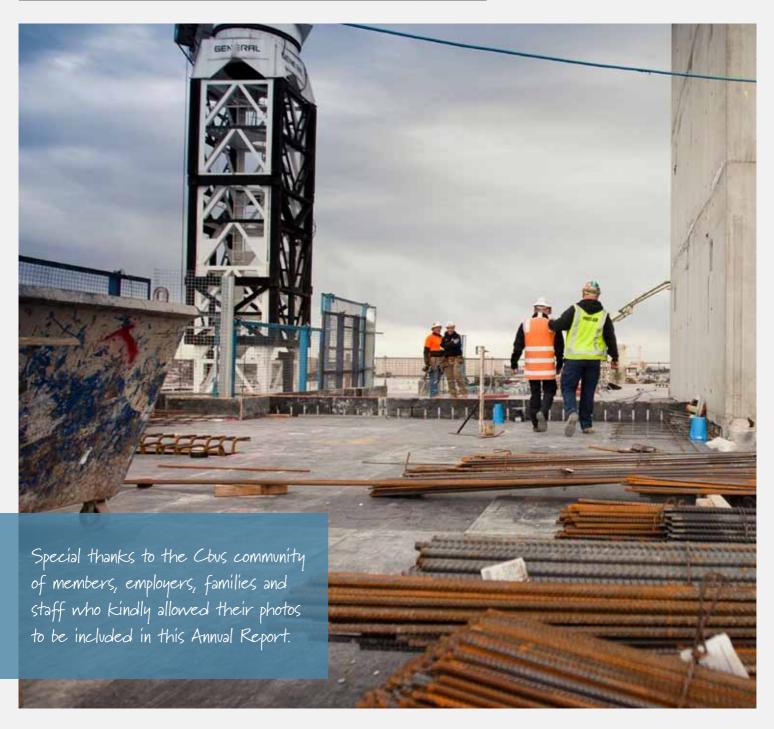
[Your life long partner]



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Cbus 2011/12 Annual Report

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The Journey So Far

Cbus is the industry super fund that's building a secure future for all of us.

A lifetime partnership

Whether working or in retirement, Cbus aims to deliver the best superannuation outcomes for our members and their families.

689,000 members

Most Cbus members are working in the building, construction and allied industries. They are the people who build the roads, the ports, the warehouses, the offices and the homes across Australia. They are the carpenters, labourers, architects, plumbers, engineers and the electricians that build Australia.

80,000 employers

Our employers range from small operators to the largest development companies in Australia. As a national super fund, Cbus helps employers meet their super obligations by providing clear information and advice over the phone and online. Helping our employers helps our members get better retirement outcomes.

All profit to members

Cbus is able to provide lower fees and better outcomes, because it doesn't pay dividends to shareholders or commissions to financial planners. All profits are delivered back to members.

Top quartile returns

Despite challenging investment markets, the Growth (Cbus Choice) option (Cbus' default option) returned **1.6% for the year¹**, which placed Cbus in the **top 25%** of super funds². Over the 28 years since the Fund began, the default option has returned on average 8.9% a year to members. Top investment holdings (pages 54 to 56).

Investing in the industry

Cbus is the super fund that invests directly in our industry through Cbus Property and other investments. Page 51 details the **10.4% return** and more than **20,000 jobs** that Cbus Property has delivered for our members

A leading super fund

This Annual Report shows how Cbus performed and built capabilities throughout the year.

To ensure we can keep meeting our members' needs, Cbus reviewed its investment objectives and strategy, governance and resourcing (pages 7 and 13).

Cbus is introducing new technology and improving service delivery (pages 19 and 20). Cbus is preparing to meet the requirements of numerous changes in the Superannuation Industry (pages 15 and 16).

Top rated

Cbus continues to be a highly regarded fund, receiving SuperRatings top rating (Platinum) for 'value for money' seven years in a row as well as 'Infinity' recognised for practicing genuine responsible investment principles. The Fund also received the top AAA rating from SelectingSuper.

Visit www.cbussuper.com.au/awards for all details.









- 1986 \$14.2m 1987 \$133.3m 1988 \$232m 1988 \$232m 1980 \$544.4m 1991 \$674.2m 1992 \$818.1m 1995 \$1,138.9m 1996 \$1,138.9m 1996 \$1,138.9m 1996 \$1,138.9m 1997 \$1,1381.9m 2000 \$2,902.6m 2001 \$3,410.6m 2005 \$3,699m 2006 \$5,404.2m 2006 \$5,918m 2006 \$5,918m 2007 \$1,138.9m 2006 \$5,918m 2007 \$1,265.5m 2009 \$1,138.9m 2000 \$1,138.9m 2000 \$1,138.9m 2001 \$1,138.9m 2002 \$1,138.9m 2003 \$1,138.9m 2006 \$1,138.9m 2007 \$1,138.9m 2007 \$1,138.9m 2008 \$1,138.9m 2009 \$1,138.9m 2000 \$1,138.9m 2000 \$1,138.9m 2001 \$1,138.9m 2002 \$1,138.9m 2003 \$1,138.9m 2006 \$1,138.9m 2007 \$1,138.9m 2007 \$1,138.9m 2008 \$1,138.9m 2010 \$1,138.9m 2010 \$1,138.9m 2011 \$1,138.9m
- 1. Past performance is not indicative of future performance.
- 2. SuperRatings Fund Crediting Rate Survey, July 2012, Balanced Index.

Chair Message

Cbus is focused on obtaining the best member outcomes so that we can build a secure future for all of us.

Welcome to the 2011/12 Cbus Annual Report.

It is hard to think of a time when there has been so much change in the superannuation landscape.

The 2011/12 year can be characterised as one of market volatility, regulatory reform, and public debate about where superannuation should be heading.

Although sharemarket volatility has been on the pages of our newspapers almost on a daily basis, Cbus has always been about the long-term.

As the guardian and the investor of \$18.6 billion of members' retirement savings, Cbus has been closely monitoring this activity, but more importantly we are acting to protect members' interests.

Cbus has long-term returns of almost 9% (since inception). We have been active in developing new approaches to investment so that we can take advantage of the best opportunities as they arise and provide members with better long-term returns.

Cbus Property is also a major part of our value to members because we invest their super back into their industry – our industry – to simultaneously create more jobs and grow their super. More super, more jobs and a better Australia.

A wide range of legislation has been introduced into the Parliament by the Federal Government. The enactment of this legislation will see major changes that the industry fund movement has been advocating for many years.

The Stronger Super package will bring major advances, including:

- MySuper will be introduced to make default funds low cost, simple and easier to compare
- SuperStream will provide a more streamlined 'back-office', by the use of e-commerce and consistent data standards
- The introduction of prudential standards will ensure funds have robust risk management and governance frameworks and processes in place.

Other changes are:

- The super guarantee will gradually rise from 9% to 12% to improve retirement incomes
- Lower income earners will receive a \$500 payment into their superannuation to ensure they are no longer comparatively disadvantaged by the tax system.

The long overdue Future of Financial Advice (FoFA) reforms will see the best interests of consumers are placed at the forefront of financial advisers' consideration and spells the beginning of the end for commission-based super.



HON. STEVE BRACKS AC CHAIR

Over time this will bring all super closer into line with the industry funds model, and in doing so means that all Australians will benefit.

In addition, the Productivity Commission is considering changes to award-based default superannuation. While Cbus does not yet know what the outcome will be, this has created much debate about competition, transparency and governance.

But these changes have their challenges.

Cbus welcomes more competition and transparency as the Fund is up for the debate – and in this report you will see a raft of new information that again puts Cbus at the forefront of disclosure and governance standards.

Cbus would like to welcome two new directors to the Board. Ged Kearney is the President of the Australian Council of Trade Unions (ACTU) and was previously a trustee at the HESTA Superannuation Fund. John Dawkins is the new independent director. John brings a wealth of experience in investment, finance and policy development to the Board.

I am also very pleased to congratulate Cbus Board member Wilhelm Harnisch on being selected by the Australian Institute of Superannuation Trustees (AIST) as Trustee of the Year. All of us at Cbus are proud of Wilhelm's achievement.

I commend the 2011/12 Cbus Annual Report to you.

Hon. Steve Bracks, AC Chair

Store Brooks.

\$18.6 billion

Cbus' funds under management. This increased by \$1.3 billion, or 7.1%, over the year.





CEO Message

Cbus has been a strong and growing fund since it was created in 1984, and this year is no exception.

Cbus is in it for us

The 'secret' to our success has been a singular focus on the needs of our 689,000 members and 80,000 employers in the building, construction and allied industries.

This has been an exceptionally busy year and I'd like to highlight some of our main activities. But before I do, it is important to understand the financial environment in which we operate. Cbus now invests about \$18.6 billion of members' retirement savings and we expect to double this over the next six years.

Just as Cbus is growing, so is the Australian national pool of superannuation, which has grown from a cottage industry to its new place as a major part of the Australian economy and the financial system. With \$1.4 trillion invested across many asset classes, this makes Australia's retirement savings about as large as Australia's entire annual GDP – something unimaginable when Cbus began.

With this growth in size and national importance comes an increased responsibility for good governance, management, transparency and innovation. These are ultimately the objectives of the Government's Stronger Super reforms.

Cbus has again stepped up to this challenge with more transparency over our operations and performance, including trustee and executive remuneration and better information about how we go about investing members' super.

As the baby boomers are tipping over into pre-retirement and retirement, there is a growing appetite for information on how superannuation is invested. While Australia has emerged from the global financial crisis in good shape with record low unemployment and inflation, the interest in investment markets remains heightened by the uncertain economic times in Europe and the United States.

Volatility has been a hallmark of Australian and international equity markets in the past year, and particularly in the second half of 2011.

Despite this, I am pleased to report that the Cbus investment return is in positive territory at 1.6% for the Growth (Cbus Choice) option, into which nine out of 10 members are invested. This places us in the top quartile of annual peer performance. Over the 28 years of our existence Cbus has achieved an average growth of almost 9%.



DAVID ATKIN CEO

One problem our industry faces is shorttermism, sadly characterised by monthly or quarterly league tables. Our diversified investment approach is firmly focused on the long-term because this is in the best interest of members.

In the coming year we will be doing more work to reduce investment downside risk for members nearing retirement, because they do not have the time to make up for any losses. Details of our investment approach (pages 46 to 48).

Another critical focus this year is on the implementation of the various government reform packages, including Stronger Super and Future of Financial Advice. Pages 15 and 16 set out more details on how Cbus is actively managing these processes.

This year has also seen a wide range of other activities, which are detailed in this report.

Cbus is well advanced into a major project to improve the quality of service provision to members and employers via the Cbus Service Centre. This has involved cultural change, systems improvements, better staff training and more career advancement opportunities.

Post retirement is an emerging focus for the superannuation sector. As the baby boomer generation enters retirement, a new focus on Cbus as the super fund for the whole of our members' lives will gain more importance. Cbus is working hard on a multi-faceted strategy involving product development and branding.

I am proud of our staff who are committed, engaged and passionate in improving retirement outcomes for members. Their commitment to Cbus is evident in our low rate of turnover and in recent workplace survey results showing a strong sense of work satisfaction and pride in working for Cbus. With so many projects underway, it is important to ensure that Cbus staff are properly supported. Over the year we have aligned some work areas to better support staff in their roles and to ensure better outcomes for the Fund over the coming years.

There is a lot happening in the superannuation landscape and I trust this gives you a flavour of how Cbus is engaging with these changes.

I urge you to read on about how we are operating in the pages of this report.

David Atkin Chief Executive Officer

David the

27,701 new members

joined Cous over the past year. We leverage our size to provide better services to our members.



Executive Manager, Investments Message

The challenge for Cbus is to keep delivering strong long-term investment returns into the future.

The investment review ensures that Cbus is set up to meet the challenges of the future

A heavy media focus on Europe's debt crisis and concerns over slowing economic growth in China mean it may come as a surprise to members that the Growth (Cbus Choice) option return was positive, up 1.6% over the financial year.

This demonstrates the benefit of diversifying our investments so that downturns in one asset type are offset by positive returns in others. While the Australian sharemarket¹ fell by 7%, Australian fixed interest investments rose 12.4%² and direct property was up 9.5%³.

While one year returns are important, Cbus' focus is on how we perform over the medium to longer term – as members are investing their superannuation money with us for their working lives and into retirement. Over the past ten years, the Growth (Cbus Choice) option returned 6.1% on average a year, well above the median peer fund's return of 5.0%⁴. Over the past 28 years, since the Fund began, the Growth (Cbus Choice) option has returned an average 8.9% a year. This further illustrates the long-term benefit of a well-diversified investment strategy.

Cbus believes that the investment environment is likely to remain challenging for the next few years, particularly as it will take some time for governments to unwind their high levels of debt. However, there will be many compelling investment opportunities that will contribute to Fund returns over the medium to longer term.

As our fund grows – we now manage more than \$18 billion – it is timely to ensure that we are appropriately set up for the future. In 2011, Cbus began an extensive investment review to address the objectives and strategy of the Fund, resources in the investment team and investment governance. Our new strategy seeks to provide an enhanced level of protection for our members' superannuation in times of extreme market movements. It also takes into account the MySuper superannuation reforms that are underway.

Key outcomes from the review to date are changes to the investment option objectives and asset allocation strategy, starting from 1 July 2012. The revised investment objectives place the focus on targeting a return above inflation over a 10-year period and on limiting risk for the number of negative years in a 20-year period.



TRISH DONOHUE
EXECUTIVE MANAGER, INVESTMENTS

^{1.} As measured by the S&P/ASX 300 Accumulation Index

^{2.} As measured by the UBS Australian Composite Bond Index

^{3.} As measured by the Mercer/IPD Australian Property Pooled Fund Index

^{4.} Source: SuperRatings Fund Crediting Rate Survey, Balanced Index, June 2012

We have introduced a new investment strategy framework, which is designed to enable greater dynamic asset allocation through the use of a target portfolio asset allocation, referenced against a long-term strategic asset allocation. The target portfolio reflects Cbus' medium-term views on the investment environment and on Fund liquidity.

Another outcome of the review is a restructure of the investment team, which will increase the level of resourcing for investment strategy and governance internally at Cbus. The restructure will be implemented over the coming two years.

The global financial crisis demonstrated the impact that an extreme financial event can have on the superannuation savings of members nearing retirement, where there is less time at hand to recover losses.

The next stage of the review will examine how we may be able to better protect members in our default option from significant losses as they approach retirement. We expect to be able to report our findings to members in 2013.

I am confident that the changes arising from the review will better position Cbus to meet our goal to build members' superannuation savings for a better lifestyle in retirement.

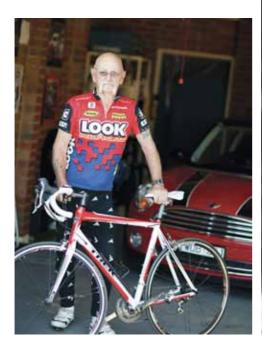
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Trish Donohue Executive Manager, Investments

Cbus is in the Top 25% of superannuation fund returns

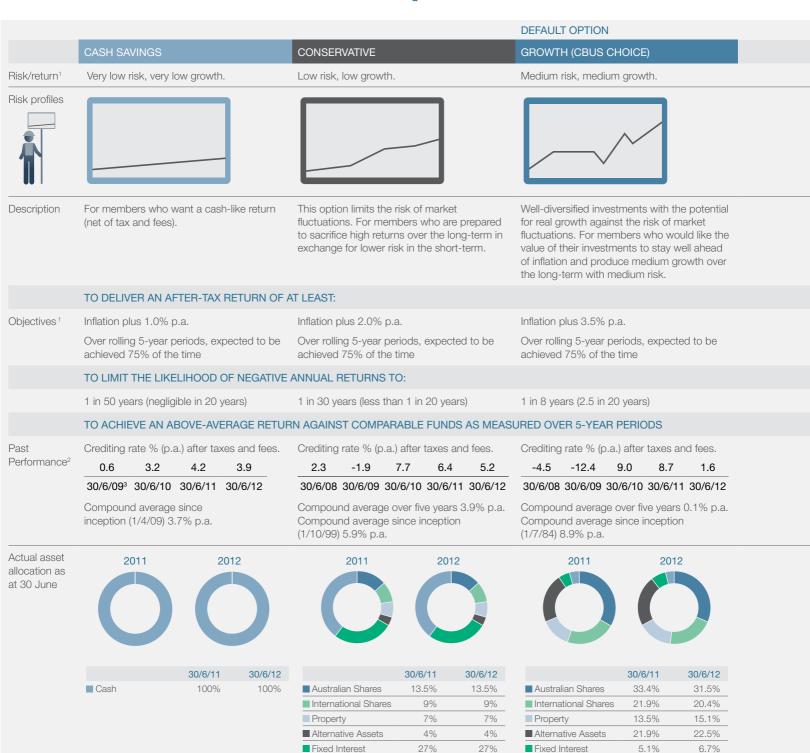
Cbus' default option, Growth (Cbus Choice) and Conservative option are in the top 25% of comparable funds over the 1 year and the 10 year periods. The High Growth option was in the top 25% of comparable fund returns over the 1 year period, and returned just outside of the top 25% of funds over the ten year period.

Source: SuperRatings' Crediting Rate surveys for June 2012





Performance Tables – Superannuation



Strategic asset allocation ranges at 30 June 2012 ■ Cash 0 – 100%

Australian Shares	10 – 20%
■ International Shares	5 – 15%
Property	2 - 12%
■ Alternative Assets	0 – 10%
■ Fixed Interest	17 – 37%
Cash	30 - 50%

39.5%

39.5%

Cash

Cash

Australian Shares	25 – 45%
International Shares	12.5 – 32.5%
Property	3.5 - 23.5%
■ Alternative Assets	10 - 30%
Fixed Interest	0 - 15%
Cash	0 - 10%

4.2%

3.8%

HIGH GROWTH

High risk, high growth.



The long-term high-growth option for those members able to take a longer-term view of their superannuation savings and who are willing to accept higher risk and more volatile returns.

Inflation plus 4.0% p.a.

Over 12-year rolling periods, expected to be achieved 75% of the time

1 in 5 years (4 in 20 years)

Crediting rate % (p.a.) after taxes and fees.

-11.1 -15.0 11.0 9.4 -1.3 30/6/08 30/6/09 30/6/10 30/6/11 30/6/12

Compound average over five years -1.9% p.a. Compound average since inception (1/1/98) 5.4% p.a.



	30/6/11	30/6/12
Australian Shares	50%	50%
International Shares	30%	30%
Property	10%	10%
■ Alternative Assets	10%	10%

■ Australian Shares	45 – 55%
International Shares	25 – 35%
Property	5 – 15%
Alternative Assets	5 – 15%

97.3% in Growth (Cbus Choice)

Members fully or partially invested in the default investment option, which aims to provide members above-inflation returns over the long-term.



- From 1 July 2012 the objectives, strategic asset allocations and risk/return characteristics have changed.
 For updated information go to www.cbussuper.com.au/investments
- Revised objectives and strategic asset allocation are located on page 46 of this report.

 Refer to Cbus website in case these figures have been superseded since publication.
- 3. The Cash Savings Option was introduced on 1/4/09. The 30/6/09 return is unannualised and represents the three months to 30/6/09.

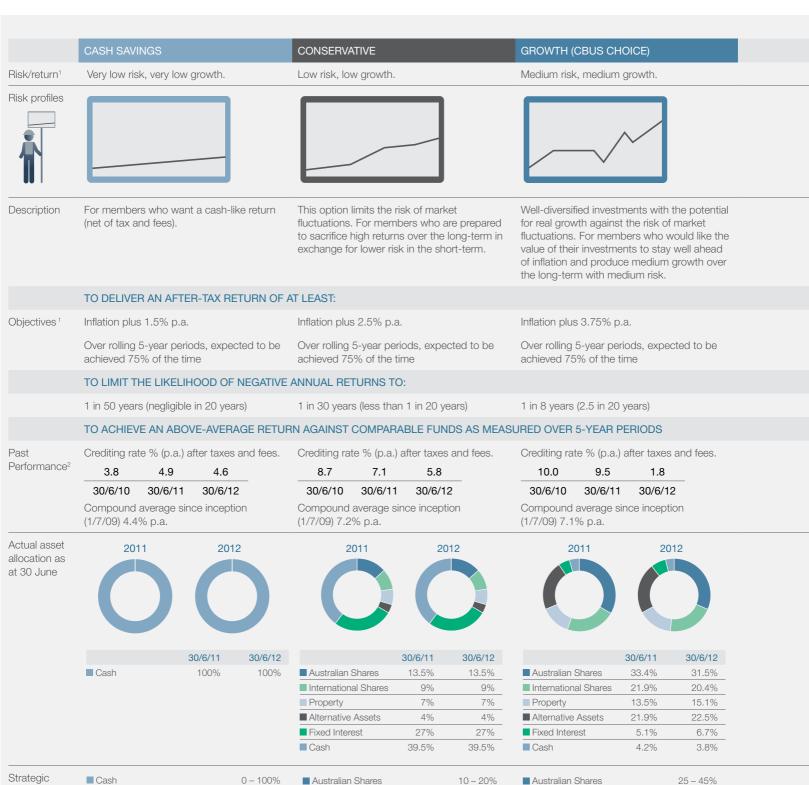
Chus closed the Capital Guaranteed investment option on 31 December 2011.

The option crediting rates (after taxes and fees) for financial years ending 30 June are as follows:

2.0%	4.8%	2.9%	4.0%	5.0%
30/6/12 (unannualised return for the	30/6/11	30/6/10	30/6/09	30/6/08
six months ending 31/12/2011)				

Investment warning – investment returns can go up and down. Past performance is not necessarily indicative of future performance.

Performance Tables - Income Stream



Strategic asset allocation ranges at 30 June 2012

0 - 100%

Australian Shares	10 – 20%
International Shares	5 – 15%
Property	2 - 12%
■ Alternative Assets	0 - 10%
Fixed Interest	17 – 37%
Cash	30 - 50%

Australian Shares	25 - 45%
International Shares	12.5 – 32.5%
Property	3.5 – 23.5%
■ Alternative Assets	10 - 30%
Fixed Interest	0 - 15%
Cash	0 - 10%

HIGH GROWTH

High risk, high growth.



The long-term high-growth option for those members able to take a longer-term view of their superannuation savings and who are willing to accept higher risk and more volatile returns.

Inflation plus 4.0% p.a.

Over 12-year rolling periods, expected to be achieved 75% of the time

1 in 5 years (4 in 20 years)

Crediting rate % (p.a.) after taxes and fees.

12.3	10.3	-1.3
30/6/10	30/6/11	30/6/12

Compound average since inception (1/7/09) 6.9% p.a.



	30/6/11	30/6/12
Australian Shares	50%	50%
International Shares	30%	30%
Property	10%	10%
■ Alternative Assets	10%	10%

Australian Shares	45 – 55%
International Shares	25 – 35%
Property	5 – 15%
Alternative Assets	5 – 15%

35.3% in Growth (Cbus Choice) in Super Income Stream

Members fully or partially invested in the Growth (Cbus Choice) investment option. Members must choose an investment option/s when starting an income stream.



- From 1 July 2012 the objectives, strategic asset allocations and risk/return characteristics have changed.
 For updated information go to www.cbussuper.com.au/investments
- Revised objectives and strategic asset allocation are located on page 46 of this report.

 Refer to Cbus website in case these figures have been superseded since publication.

Cbus closed the Capital Guaranteed investment option on 31 December 2011.

The option crediting rates (after taxes and fees) for financial years ending 30 June are as follows:

3.4%	5.7%	3.0%
30/6/10	30/6/11	30/6/12 (unannualised return for the six months ending 31/12/2011)

Investment warning - investment returns can go up and down. Past performance is not necessarily indicative of future performance.

Strategic Objectives and Performance

The Cbus strategy and business planning process provides the strategic settings for the new business plan year with a vision across a longer time horizon.

The process delivers the Fund's immediate priorities, determines the required financial resources (the budget) and identifies the relevant measure of success (through a Balanced Scorecard methodology).

It represents the culmination of an organisation-wide, collaborative annual business planning effort, which is embedded within the operations and culture of Cbus.

Key initiatives completed in 2011/12

Cbus has implemented a significant change program across a spectrum of activities.

1. Investments review

A major strategic review has been undertaken of the investment function, resulting in a resetting of the Fund's investment objectives, a revised approach to strategy and enhanced governance arrangements. In addition, the Fund has agreed to review the investment needs for members moving closer to retirement.

2. Service transformation program - a new operating model

General service capability

This is a significant service capability program delivered through to all Cbus teams within Superpartners and includes several 'sub-initiatives', which are fundamentally aimed at increasing service capability based upon effective job design and superannuation knowledge.

It includes new key service performance metrics that will focus on helping members.

3. Advice as a service for all members

Cbus has increased its specialised General and Intrafund Advice capability and personal services for members seeking financial advice.

4. Post retirement - serving members better in the drawdown phase

Pricing review

Through further research and analysis as part of the pricing review, the Fund has restructured its Cbus Income Stream pricing to improve its competitiveness.

5. Insurance

Through an insurance review, the Fund has maintained simple, accessible and low-cost insurance for all its members. The unit cost has not increased since 2002.

So what is on the horizon?

The industry is about to undergo significant structural change. The Federal Government's Stronger Super reforms (which include the MySuper and Superstream reforms) and the Productivity Commission review have set an exciting challenge for Cbus to 'recalibrate' its approach in several strategic areas.

Our major initiatives for 2012/13 include:

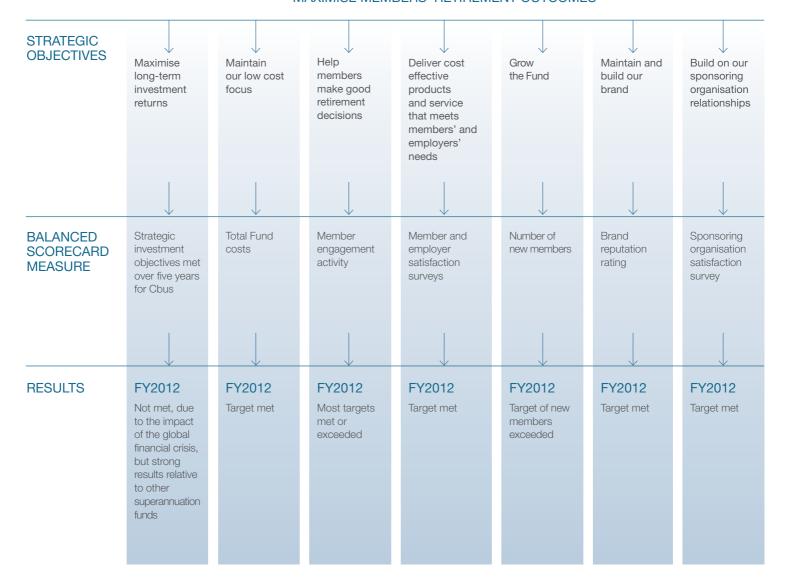
- 1. Obtaining MySuper authorisation and launching Cbus MySuper.
- 2. Optimisation of the investment framework - including increasing our in-house capability.
- 3. Maintaining and enhancing the Cbus brand.
- 4. Developing pre and post retirement solutions.
- 5. Increasing our efforts to retain and continue serving our members.
- 6. Delivering a better service experience for members and employers. Ensure that our access to improved technology maximises scale.
- 7. Continued growth of the Fund to support our sustainability in the future.
- 8. Building better information and research capability within the Fund to gain deeper insights and knowledge to serve our members and employers more effectively.
- 9. Continued development of Member Advice Services.
- 10. Maintaining and improving the effectiveness of our financial management expertise to deliver to our 'net benefit' promise to members.

All the initiatives have a direct relationship to achieving the Cbus strategic objectives.

CBUS STRATEGIC OBJECTIVES AND MEASURES 2011/12

STRATEGY STATEMENT & OVERARCHING OBJECTIVE We provide superannuation services relevant to construction, building and allied industry workers and retirees, their families and employers. We will increase the proportion of our industry workforce who choose Cbus. We will do this by focusing on our members' best interests, building on our unique workplace relationships and demonstrating our long-term commitment to the industry.

MAXIMISE MEMBERS' RETIREMENT OUTCOMES



Regulatory Reform

The superannuation industry is going through a period of significant reforms.

There is a lot happening in the industry and Cbus is ensuring it is well placed to continue providing its members with good performance, and the products and services that members and employers want. The following section is a summary of the key reforms and how the Fund is addressing them.

Increase in Superannuation Guarantee

The Federal Government passed legislation during the year to increase the Superannuation Guarantee from 9% to 12%. The increases will be incremental and will start from 1 July 2013 when the rate is adjusted to 9.25%. The rate will steadily increase through to 2019 to 12%.

This increase in the Superannuation Guarantee will assist members to achieve their post-retirement income goals.

Stronger Super

Legislation was introduced by the Federal Government this year following the Cooper Review into the governance, efficiency, structure and operation of Australia's superannuation system.

This body of reform, known as Stronger Super, includes the following elements.

MySuper - new default product

MySuper is intended to be a simple superannuation product for Australians with a focus on optimising net investment returns and reducing overall costs.

Cbus will apply to the Australian Prudential Regulation Authority (APRA) for authorisation to offer a MySuper product to its members and work has commenced on preparing the Fund's application. Cbus is intending to use its current default investment option – Cbus Choice (Growth) – as its MySuper product as it already contains most of the features required.

During 2013 Cbus will communicate directly with its members and employers about the Cbus MySuper offering.





SuperStream

This reform is focused on the 'back office' of superannuation and the introduction of mandatory data standards requiring electronic payments of superannuation contributions and rollovers between funds.

Superstream also introduces several measures to facilitate the consolidation of superannuation accounts.

Cbus and its administrator (Superpartners) have begun work on ensuring its systems will be compliant with the new requirements.

Increased reporting

Increased reporting requirements will be applied to superannuation funds to enable reporting across the different MySuper products. The aim is to ensure more information is provided on how funds are operating, where superannuation money is invested and how much directors and managers are paid.

Last year Cbus started providing more information on how the Fund is operating. This year we have shown our commitment to transparency and have further extended the scope of our reporting. We continue to monitor closely the incoming legislation to ensure the Fund will meet its increased obligations in this area.

Prudential Standards

Twelve Prudential Standards are being introduced and will come fully into effect from 1 July 2013. The standards cover areas such as investment governance, risk management, outsourcing, business continuity management, audit, insurance, operational risk reserves and governance.

Cbus has conducted a gap analysis of its current operations, policies and frameworks against the Prudential Standard requirements. A program of work has been identified and started to ensure the Fund will fully comply with the new requirements on time.

Future of Financial Advice

The Future of Financial Advice legislation (FoFA) passed during the year. It imposes an obligation on financial advisers to act in the best interests of their clients and prevents them from receiving payments that could reasonably be expected to influence financial product recommendations provided. These and other restrictions imposed by FoFA improve existing consumer protection.

Cbus has never paid commissions to financial advisers and has over the years educated its members and potential members on the impact that commissions can have on their retirement benefits.

Productivity Commission

In February 2012 the Federal Government requested the Productivity Commission (PC) to review the process by which default funds are included in modern awards and design criteria for Fair Work Australia (FWA) to apply. Cbus and 53 other parties made submissions to the PC, which issued a draft report in June 2012.

Cbus wishes to ensure FWA continues to have an active role in the selection of funds and the long-term performance of funds is taken into account in the selection process.

Superannuation Roundtable

The Federal Government has established a 'Superannuation Roundtable' to better consider the views of industry and community groups in the implementation of the reforms outlined above and to participate in policy development around the operation of superannuation post-retirement. The initial focus of the roundtable has been on the collection of data around the distribution of tax concessions.

Cbus director and ACTU President Ged Kearney is a member of the roundtable and will be a compelling advocate for the interests of working Australians.





Members

Cbus aims to be the super fund for life for its members.

22,223 advice conversations

During the year 8,968 inbound calls and 13,265 outbound advice calls were made.

Cbus wants to make it easy and simple for members to talk to us and provide them with options as to how they can access our services, be it online, telephone or face to face. Cbus has introduced voice contract technology that makes it easier to 'get things done' over the phone – a preference for many members and employers.

The Fund has implemented a series of initiatives that aim to meet our commitment to members in this area, (such as investing in service transformation programs with our administrator (Superpartners). See page 19 for further details.

Advice services

During the year Cbus continued building the capacity and expertise of its superannuation advice team to help members understand how superannuation works for them and the benefits of being a Cbus member.

Members can access a full range of advice services – general, intra-fund and personal financial planning.

Increasing our member's awareness of this important service is an ongoing challenge. In acknowledging the diversity of our membership, the Fund will extend current initiatives to develop and implement a poster campaign promoting Advice in Languages Other Than English (LOTE).

Cbus continues to develop its outbound advice campaigns, which aim to identify when members may benefit from advice. The outbound program operates across three activity dimensions: it can react to an event, trigger or activity of the member; anticipate member behaviour and provide help to support their decision making; or generate a quick response to broader events that affect members, (for example, investment market volatility).

Online services

Many members have taken the opportunity to access information about their membership via our Member SuperSite online facility. The service provides full membership details including contribution transactions, estimated account balance, insurance cover and nominated beneficiaries.

Employers are also taking up our online electronic payment services, which reduce contribution processing costs and improve data accuracy.

We will continue to expand this area of service and 2012/13 will also see the introduction of member and employer online joining.

Income Stream

Since its introduction, the Cbus Income Stream product membership continues to grow (more than 2,200 members with an average account balance of \$190,000). The Fund is increasing its knowledge and response to the post-retirement segment in 2012/13 with plans for new product development and extending the reach of the member advice strategy.





Cbus Coordinators

A coordinator's primary focus is on delivering assistance, support and information to Cbus members on the job.

Cbus' industry focus is epitomised by the employment of member coordinators, all previous building industry workers. Coordinators make themselves available to conduct member meetings during work hours and, if necessary after hours. Visits to members' homes can also be organised to provide assistance.

Coordinators provide members with:

- General advice on superannuation and insurance
- · Assistance in accessing entitlements
- Checks on the payment of superannuation contributions
- Access to Cbus financial planners to provide group sessions at work or one-on-one meetings with planners for personal advice.

They also hold regular meetings with shop stewards, tool box meetings with groups of workers, whole-of-site meetings and financial planning seminars.

Feedback from member surveys confirms the appreciation by members of the face-to-face contact with member coordinators, which gives them the chance to raise issues on the job, get immediate answers and to talk with someone who understands the construction industry.

Employer account managers

Cbus also employs employer account managers through our administrator, Superpartners. This team services participating employers by receiving inbound calls and by proactively conducting outbound calls to ensure Cbus provides the appropriate level of service. The team has a strong background in superannuation and is able to provide technical expertise to employers and can visit employers at their workplace when required.

100,000 members visited on site

Over the course of the year, the 14 member coordinators visited an estimated 100,000 Cbus members on site.





Superpartners

Cbus is a part owner of Superpartners, the company that provides administration services to the Fund.

12.26% increase in employer contributions

over the past year, taking the annual total to \$1.8bn employer contributions.

It's at Superpartners where members' contributions are processed, benefits and income stream payments are made, and members are helped with their superannuation.

Superpartners is a material service provider of the Fund and an administration agreement is in place. Cbus monitors ongoing performance of Superpartners through:

- Fortnightly operational performance meetings
- · Monthly service performance reporting
- Quarterly strategic and operations discussion forum
- An annual performance review.

Regular independent satisfaction surveys are also carried out across members, employers and sponsoring organisations in relation to the administration services delivered.

Two major ongoing projects that will assist in delivering better services to our members and employers are underway and are outlined below.

nextGEN program

The nextGEN program comprises several technology and improvement programs and includes the development of a new administration system – spRIGHT. The program is being undertaken by Superpartners on behalf of its shareholders, which include Cbus. The current investment by Cbus in the program over three years is \$39.3 million.

The benefits for Cbus from the nextGEN program are more efficient contribution processing, improved services and communication for our members and employers and faster claims processing. It also includes a significant upgrade to our service capabilities for Cbus income stream members. The new administration platform will help Cbus respond effectively to the Stronger Super reforms, including MySuper, and in particular to facilitate the incoming requirements for electronic payment of contributions and rollovers.

Originally it was planned for Cbus to be on the new administration system in 2012. Due to a further review of scope and to allow time for planning for the Stronger Super reforms, this has been rescheduled to 2013/14.







Service transformation

While anticipating the capability of the new administration platform, Cbus has also pursued innovation in its service delivery through its 'beCbus' service transformation program at Superpartners.

Launched on 20 April 2012, the service transformation program represents a significant service capability upgrade based upon effective job design and improved superannuation knowledge.

There has been process re-engineering and redefinition to remove the incidence of 'handovers' – increasing the responsibility and authority of Cbus Service Centre staff to deliver on member and employer requests.

It aims to improve our service delivery to members and employers across several dimensions, including:

- New service role expectations (better jobs, better people, better service)
- New operating model (better structure to support improved service processes).

Helping employers (means helping members)

As part of a full strategy review and restructure, Cbus has commenced the implementation of specialised and personal service for employers, including access to improved online services.

471,000 mail items received (approx.)

A decline of 5.8% over the year, reflecting the growth of online contributions by employers.





Member and Employer Research

Independent research helps Cbus in delivering and improving services to members, employers and sponsoring organisations.

Research conducted during 2011/12 showed that employers and members were highly likely to recommend Cbus and that these groups rated Cbus higher on aspects of the service provided than nearly all other super funds included in the research.

This is a great result that is not taken for granted - Cbus continues to listen to feedback in order to make decisions about the things that matter to our members, employers and sponsoring organisations.

For example, results from the member satisfaction research revealed an opportunity for Cbus to improve website navigation and increase readability of the main newsletter (Cbus News). This was implemented during the year and has resulted in increased website usage and awareness of the newsletter.

Cbus will continue to use research to independently gather feedback from members, employers and sponsoring organisations as part of its commitment to looking after the interest of members. "I've been with them for over 20 years. Bugger all fees, good service, no problem."

FEEDBACK FROM A CBUS MEMBER.

(From survey conducted by Customer Service Benchmarking Australia Member Survey 2011.)

"(1) would rank Cbus 8/10 (on understanding member needs). They work in the building and construction area. They offer insurance relevant to my trade and the fees are better."

FEEDBACK FROM A CBUS MEMBER DURING MEMBER SATISFACTION RESEARCH.

(Focus groups with Cbus members regarding their satisfaction with the Fund. By Forethought Research 2011.)

"I find you always get a good response and the website is quite good and easy to do your

FEEDBACK FROM A CBUS EMPLOYER.

(From survey conducted by Customer Service Benchmarking Australia Employer Survey 2011.)





Member Insurance

Cbus places a great deal of importance on providing insurance to members that gives an adequate level of cover across our high-risk industry.

Cbus' insurance offering is based on ease of access, simplicity and low cost. Members gain access to death, terminal illness and total and permanent disablement (TPD) insurance cover when joining the Fund, without having to provide health evidence¹.

Cbus aims to provide an easy-to-understand insurance offering, and at the same time provide cover that is affordable.

When a claim is made, Cbus has a case management approach with designated case managers appointed to assist members and beneficiaries through the claims process.

The Fund's insurer is Hannover Life Re. Cbus meets regularly with the insurer to discuss the insurance offered to members, as well as to review any contentious claims-related matters.

CLAIMS PAID	FOR	THE 2011/12 YEAR	FOR THE 2010/11 YEAR			
Death	682	In excess of \$85m	674	In excess of \$81m		
TPD	798	In excess of \$45m	795	In excess of \$39m		
Terminal illness	114	In excess of \$11m	146	In excess of \$13m		





¹ Subject to eligibility requirements being met

Complaints

Complaints are an opportunity for Cbus to review its activities in order to improve the products and services offered to members and employers.

Cbus is committed to playing an active, visible and effective role in complaints management, ensuring the process is transparent, accessible and responsive. Cbus wants to provide members and employers with a fair and effective resolution to their complaints and enquiries.

While Cbus aims to resolve all complaints with members, should a member not be satisfied with the response from the Fund, they can lodge a complaint with the Superannuation Complaints Tribunal (SCT). The SCT is an independent body set up by the Federal Government to assist members and beneficiaries to resolve certain superannuation complaints.

The SCT can be contacted on 1300 884 114.

COMPLAINT NUMBERS	FOR THE 2011/12 YEAR	FOR THE 2010/11 YEAR		
Total number of complaints	436 156 – Administration matters 280 – Insurance and claims	456 154 – Administration matters 302 – Insurance and claims		
Total number of SCT complaints lodged	63 15 – Administration matters 48 – Insurance and claims	32 15 – Administration matters 17 – Insurance and claims		
Total number of SCT complaints conciliated	34	18		
Total number of SCT complaints resolved at conciliation	21 (62%)	15 (83%)		
Total number of SCT complaints outstanding following conciliation	13 (38%)	3 (17%)		







Fund Governance Framework

The primary purpose of the Fund is to maximise the retirement benefits of its members. To achieve this, the Trustee must ensure the Fund is well governed.

The Trustee of Cbus is United Super
Pty Ltd. The Trustee holds a Registrable
Superannuation Entity (RSE) licence from the
Australian Prudential Regulation Authority
(APRA) and an Australian Financial Services
Licence (AFSL) issued by the Australian
Securities and Investments Commission
(ASIC), which enables the Trustee to
provide general financial product advice
to its members.

The Trustee holds indemnity insurance to protect the Fund from legal action.

Cbus is governed by a Trust Deed and the Deed is available at www.cbussuper.com.au/governance

The Fund governance framework of Cbus is dynamic and informs the Fund's day-to-day decision making and behaviour.

The framework is a combination of oversight and decision-making forums (the cornerstone of these being the Board and its committees), and key documents (policies, procedures, charters, etc.), which authorise and guide the Trustee on how the Fund is to be managed. Complementing these is the integrity of Cbus' governance and compliance culture.

The Fund Governance Policy (FGP) is a frequently referenced and comprehensive compilation of governance policies and key procedures of the Fund. The aim of the FGP is to provide clear guidance to users and stakeholders as to the way and standards by which Cbus manages the integrity of the Fund and its operations. Industry best practice, together with guidance from our regulators, informs the content and stringency of each of the material policies.

Some of the more material policies included in the FPG include:

- Code of Conduct
- Fit and Proper
- Conflicts of Interest
- Gifts
- · Outsourcing.

Cbus also ensures important information relating to directors and executives is recorded in central registers, such as their appointment to external boards, gifts (received in the course of their Cbus duties), attendance at Board meetings, and training. The policy is also very prescriptive as to the procedures to be followed should a conflict of interest arise at a meeting of the directors.

The FGP is reviewed at least annually by the Board or as required, e.g. in the case of legislative changes or changes to governance protocols.



Responsible Officers' Training and Skills

All responsible officers are required to meet a minimum training standard and 30-hour minimum ongoing training requirement.

665 registered hours of professional development

An average of 41.6 hours per director

The Cbus responsible officers are the directors, CEO and executive managers. The responsible officers are charged with the day-to-day running and operations of Cbus.

All responsible officers must meet the Cbus skills set requirements, which are set taking into account the minimum knowledge requirements as published by the Australian Prudential Regulation Authority (APRA) and the characteristics of Cbus, e.g. size, structure, operations and investments.

The six core skills sets are:

- Investments
- Property
- Audit and Financial
- Governance and Risk Management
- Operational includes strategic, administration/insurance, marketing, member and employer requirements

Minimum no. required to meet the tier

• Remuneration and People.

Each skills set has three tiers and a minimum number of officers who are required to meet the tier as follows:

- Tier 1 to meet this tier a responsible officer must successfully complete a tier one course listed on the Australian Securities and Investments Commission (ASIC) register and undertake internal training to ensure they obtain a good understanding of Cbus' key internal policies, business plan and strategy. This tier must be met within 12 months of appointment.
- 2. Tier 2 to meet this tier a responsible officer should have a greater understanding of the skill area and be able to demonstrate and apply key concepts and processes. This tier for the relevant skills set must be met by officers sitting on committees within 12-18 months of joining a committee.
- 3. Expert Hold a relevant qualification or experience in the skill area.

Further information on the skill requirements of the Fund can be found in the Fund Governance Policy available at www.cbussuper.com.au/governance



	Investments		Property			Audit and Financial		Governance and Risk		Operational		Remuneration and People	
Tier 1 All responsible officers meet the Tier 1 requirements across all skills sets.													
Tier 2	12	8	14	8	13	6	15	6	19	6	16	5	
Expert	5	2	5	4	3	2	4	2	10	2	7	2	
No. of responsible officers who meet this tier													

Board and its Committees

The Board has established committees to assist in the oversight of the various functions and operations of the Fund. All committees report to the Board.

Board

Over the 2011/12 financial year, key items and initiatives arising within the Board's work program included:

- A comprehensive long-term strategic business review, resulting in new growth and organisational structure initiatives
- Strategic investment review
- Sponsorship initiative, GWS 'Building Australia Game' (held July 2012)
- Independent and internal Board and director performance reviews
- Approval of strategic business plan and budget 2012/2013
- Commencement of planning for Stronger Super and Future of Financial Advice reforms
- Oversight of Superpartners' nextGEN and Service Transformation projects
- · Various strategic shareholder reviews
- Introduction of electronic Board portal.

During the year, the Board also welcomed two new directors – Mr John Dawkins (independent) and Ms Ged Kearney (ACTU).

The Board met six times over the financial year.

Investment Committee

The role of the Investment Committee is to oversee and manage the Fund's investment portfolio within the overall investment framework approved by the Board. The framework is documented in the Investment Policy Statement and is amended following Board review from time to time (no less than annually).

Key items and initiatives arising within the Committee's work program for 2011/12 included:

- Investment review examining
 Cbus' investment beliefs, investment
 objectives and strategies and investment
 governance. Reviewing how the Fund
 manages risk, the need for solutions for
 members with shorter time horizons, and
 the alignment of Cbus' structure and
 processes for future growth and change
- · Reviewing each asset class
- Appointing six new fund managers
- Terminating agreements with five managers. (The list of Cbus' investment managers is on page 58).

The committee met 10 times over the financial year.

Marketing and Services Committee

The overall role of the Marketing and Services Committee is to:

- Consider matters affecting the delivery of member and employer product, services and benefits.
- Review and comment on the marketing strategy devised by Fund management, ensuring maintenance of the Cbus brand.
- 3. Recommend any proposed changes to the Cbus Board.

Key items and initiatives arising within the committee's work program for 2011/12 included:

- Risk management of the major administration systems development
 spRIGHT
- Review of post-retirement product solutions
- Fund growth strategies
- Service improvement program at Superpartners
- Member Advice Service delivery
- Employer electronic payment services, including Clearing house services
- Brand strategy and advertising
- Insurance and claims services review
- Member retention strategies
- New business analytics capability.

The committee met five times over the financial year.





The Board and each committee has a charter that sets out their role and responsibilities. All charters can be found at www.cbussuper.com.au/governance

All directors participate on committees

Audit and Risk Management Committee

The Audit and Risk Management Committee provides assistance to the Board in discharging its corporate governance duties and fulfilling its responsibilities to exercise due care, skill and diligence through monitoring and advising on:

- 1. Oversight of the integrity of statutory financial reports and statements
- 2. Performance and independence of internal and external audit
- 3. Appropriate framework to identify and effectively manage risk
- 4. Adherence to codes of conduct and other policies of the Board
- 5. Compliance with regulatory, prudential, and legal standards and relevant law.

Key items and initiatives arising within the committee's work program for 2011/12 included:

- Tax compliance tender
- Review and approval of the external and internal audit programs, fees and review of all audit findings
- Review and recommending approval of the annual financial statements
- Quality review audit of Superpartners
- Oversight of the Risk Management Framework transition project.

The committee met four times over the financial year.

Remuneration Committee

The overall role of the Remuneration Committee is to assist the Board in the review and management of directors' and officers' remuneration and expenses. It will also make recommendations to the Board on the methodology utilised to make these recommendations and note the recommendations in relation to executives' remuneration and related expenses for United Super Pty Ltd. The committee also reviews the directors' remuneration for Cbus Property Pty Ltd.

Key items and initiatives arising within the committee's work program for 2011/12 included:

- Reviewing the finalisation and implementation of the two enterprise agreements that operate within Cbus
- Reviewing the remuneration of the CEO against benchmarks
- Reviewing the remuneration of the directors of Cbus and Cbus Property against benchmarks
- Noting the CEO's recommendation around the remuneration of the executive team.

The committee met five times over the financial year.



Performance Review Processes

Performance reviews at Cbus occur from the Board level down

Board

Performance review processes

The Board and its committees undertake a self-assessment of their performance each year.

Individual director reviews occur every three years from their date of appointment.

Further information on the review processes of the Fund can be found in the Fund Governance Policy, which is available at www.cbussuper.com.au/governance

Externally facilitated Board and committee self-assessment

Every three years the self-assessment of the Board and its committees is facilitated by an external organisation. During the year, the Board engaged Deloitte Touche Tohmatsu ("Deloitte") to:

- Facilitate the self-assessment of the performance of the Cbus Board and its committee
- Facilitate a triennial director assessment specific to the Cbus chair
- Compare Cbus' governance practices with the ASX Corporate Governance Principles and Recommendations, as if they were to apply to superannuation funds.

The Board, committees and chair assessments are based on confidential questionnaires that are completed by directors and the CEO. Interviews are also conducted with the chair and committee chairs and executive management as well as sponsoring organisations.

The key areas that are considered in the self-assessments are:

- 1. Board processes
- 2. Board cohesion and decision making
- 3. Committees and delegations
- Quality of relationships (including among directors and between directors and management)
- Division of responsibility governance and management
- 6. Understanding the Cbus strategy
- 7. Performance of the chair of the Board
- 8. Governance policies
- 9. Trustee Board reporting and division of time.

The self-assessments reflect the Board's view that it is operating effectively and that there is a consistency of views across the directors and management. Further, there have also been improvements across key areas of Board practices when compared with the previous results from the self-assessment externally facilitated by Deloitte in late 2008.

The Board will consider the results of the self-assessment as part of its ongoing governance program. In particular, the Board will look to incorporate:

- A formal policy around succession planning for the Board (including considering the future skills requirement of the Board, diversity, rotation between committees and the role of alternate directors)
- Improvements to its committee induction processes for new members.





Performance Review Processes Continued >

All staff participate in a performance planning and review framework based closely around the objectives of each team in line with Balanced Scorecard and business plan objectives.

CEO

The CEO's performance is measured by the Chair of the Board. The CEO and the Chair meet annually to discuss performance outcomes and achievements over the prior year.

The Chair also sets the performance objectives for the coming year with the CEO, which are reflective of the objectives of the Fund that are set out in the Cbus strategic business plan.

The CEO's remuneration is adjusted, if appropriate, by way of a recommendation to the Remuneration Committee from the Chair.

Executive management team

The CEO works with each executive manager to outline the deliverables of that manager over the coming year. Executives set key outputs for their role based around the measures set in the Cbus Balanced Scorecard, which is closely aligned with the business plan for that year.

Each executive manager meets regularly with the CEO during the performance year to ensure that projects and output targets are being met.

The CEO reports executive performance outcomes to the Remuneration Committee.

Staff

As part of a discussion with individual managers, each staff member aligns their own individual outputs with the Cbus strategy map to ensure alignment of activities and focus on the appropriate initiatives across the Fund.

Each staff member meets with their manager twice a year for formal performance-related conversations, but the expectation is that each staff member will have ongoing meetings during the year to ensure that individual outputs are being met.

Staff covered by the industrial instruments receive annual salary increases on 1 July each year for the life of the agreement.



Board of Directors



HON. STEVE BRACKS AC Chair, since February 2009 Age: 57

Qualifications:

Diploma of Business Studies (Accounting); Graduate Diploma Education (Economics); RG146 for Superannuation; Honorary Doctorates from Ballarat and Deakin Universities.

Sponsoring organisation:

Australian Council of Trade Unions (ACTU)

Skills and experience:

Best known as one of Victoria's longestserving premiers, Steve Bracks has had a distinguished career in public service across education, training, employment, industrial relations and politics. Since political retirement, Steve has held a number of director and honorary positions across industry and interest areas, both domestically and internationally. Steve was awarded a Companion of the Order of Australia in 2010 for services to parliament and the community.

Current role, recent and past directorships held:

- Director of Cbus Property, Jardine Lloyd Thomson Australia Ltd, Bionic Ear Institute, Beirut/Hellenic Bank, John Button Foundation
- NAB Philanthropic Advisory Committee member
- Chair of Australian Subscription Television & Radio Industry (ASTRA), Deakin Foundation and Union Education Foundation
- · Governance Adviser to PM, Timor Leste
- Automotive Envoy for Australia

Cbus memberships and attendance:

- Board 6/6
- Investment Committee (ex-officio) 8/10
- Remuneration Committee (ex-officio) 4/5



JOHN DAWKINSDirector since May 201
Age: 65

Qualifications:

Diploma in Agriculture; Bachelor in Economics; Doctor of the University (Honorary) of Ballarat, University of SA and Queensland University of Technology; currently completing RG146 for Superannuation.

Sponsoring organisation:

Independent director

Skills and experience:

John has had a distinguished parliamentary and finance career in both the public and private sectors, holding positions ranging from chair of exploratory mining companies, to Cabinet Minister in the Trade, Finance and Treasury portfolios during the Hawke and Keating governments. As Treasurer, John was responsible for the SGC and SIS legislation. Significant assignments have also been held with the World Bank, OECD, UNDP and UNESCO.

Current role, recent and past directorships held:

- Director of ASX listed Archer Exploration Ltd
- Chair of ASX listed Australian Bauxite Ltd, Sovereign Gold Ltd and Integrated Legal Holdings Ltd
- Numerous non-listed entity directorships

Cbus memberships and attendance:

- Board 2/2
- Investment Committee 2/2

The directors of United Super Pty Ltd are appointed by its sponsoring organisations.

There is also one independent director who is appointed by the Board.

A person appointed to the Board as an independent director must also meet the following criteria at the time of appointment and at all times while on the Board:

- Not be a member of the Fund
- Not be nominated by a sponsoring organisation
- Not be an employee of a sponsoring organisation or an employee of an associate of a sponsoring organisation
- Not, in any capacity, be a representative of a sponsoring organisation representing the interests of one or more members or employer-sponsors of the Fund
- Be free of any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, their independent judgement as a director.



SCOTT BEYNON
Director since August 2009; Cbus member
Age: 48

RG146 for Superannuation; Diploma of Financial Services (Superannuation); Advanced Diploma of Construction Management; Adjudicator, Building Management, Supervision and Clerk of Works Certificate; Carpenter & Joinery Certificate.

Sponsoring organisation:

Master Builders Australia (MBA)

Skills and experience:

Scott has been actively involved with the Master Builders movement for the past 20 years, and is the Immediate Past President and Chairman of Master Builders Australia and MBA (NSW). Scott commenced his career in the commercial sector of the building and construction industry in a trade role, progressively building his career through to management roles and establishing the Proline Group of companies.

Current role, recent and past directorships held:

- Professional company director
- Director of various companies, mainly in the building and construction industry and financial management as well as private holdings
- Director, Master Builders Australia Ltd

Cbus memberships and attendance:

- Board 6/6
- Marketing and Services Committee 4/5



WILHELM HARNISCH
Director since April 2000; Cbus member
Age: 62

Qualifications:

Applied Finance and Investment studies; Diploma Company Director; Bachelor of Arts (Administration/Economics); Associate Diploma Mechanical Engineering; Journeyman's Certificate – Automotive Engineering; RG146 for Superannuation; Fellow AICD, Fellow AIM, Senior Associate, FSIA.

Sponsoring organisation:

Master Builders Australia (MBA)

Skills and experience:

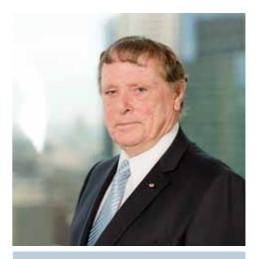
Wilhelm has had a distinguished career in building and as a Director, holding senior commercial positions throughout the MBA (including as CEO and Chief Economist), as well as roles in economics, investment, strategic planning, industrial relations and OH&S law. Wilhelm has invested significantly in his company directorship skills and knowledge, and was voted AIST 2012 Trustee of the Year.

Current role, recent and past directorships held:

- CEO, Master Builders Australia
- Various Master Builders directorships,
 Focus ACT Ltd, Livable Housing Limited,
 Australian Construction Industry Forum
 Limited and Zennex companies

Cbus memberships and attendance:

- Board 6/6
- Remuneration Committee (Chair) 5/5
- Marketing and Services Committee 2/5
- Investment Committee 10/10



JOHN HASKINS AMDirector since June 2003
Age: 72

Qualifications:

Three year TAFE management course; RG146 for Superannuation.

Sponsoring organisation:

Master Builders Australia (MBA)

Skills and experience:

A long-standing Cbus director, John has enjoyed an extensive career in contracting, building, civil engineering and management including leading his own company for 25 years. John has held the most senior positions within the MBA, as well as with some of the world's most important international contractor associations. John is an Honorary Ambassador of Canberra.

Current role, recent and past directorships held:

- Chair, Exhibition Park, Canberra
- Director, Haskins Contractors Pty Ltd, Utilities of Australia Pty Ltd
- Several previous senior ACT government directorship appointments

- Board 5/6
- Audit and Risk Management Committee (Chair) – 4/4



GED KEARNEYDirector since August 201
Age: 48

Bachelor of Education; Registered Nurse; RG146 for Superannuation.

Sponsoring organisation:

Australian Council of Trade Unions (ACTU)

Skills and experience:

Commencing her career as a registered nurse in 1985, Ged has built a skills and experience portfolio across the health, aged care, union and education industries. A lifelong supporter of the collective, Ged's achievements have included appointment as ANF Federal Secretary and President of the ACTU.

Current role, recent and past directorships held:

- · President, ACTU
- The Australian Institute Ltd, Australian Workplace and Productivity Agency, The Union Education Foundation Ltd
- · Campaign Action Ltd
- Australian People for Health, Education and Development Abroad
- ACTU Property Pty Ltd; A.C.T.U
 A.C.S.P.A

Cbus memberships and attendance:

- Board 4/6
- Investment Committee 4/8



PETER KENNEDY
Director since March 2004; Cbus membe
Age: 62

Qualifications:

Building Diploma studies; RG146 for Superannuation; Fellow of each of Australian Institute of Building, Australian Institute of Directors and Australian Institute of Management.

Sponsoring organisation:

Master Builders Australia (MBA)

Skills and experience:

Before retirement, Peter achieved more than 40 years' tenure in the construction industry, leading Hansen Yuncken (one of Australia's most successful private companies, which has achieved turnover in excess of \$1.2 billion) as CEO and director for 17 years. Peter has held several senior appointments in the MBA, including his current role as National President.

Current role, recent and past directorships held:

- National President, Master Builders Australia
- Member, Advisory Committee for the Fortius Active Property Fund 1 and AMP Australian Core Property Portfolio
- Director, Whitehall Flats Pty Ltd; Master Builders Australia Ltd and associated companies
- Director of Kennedy family investment vehicles

Cbus memberships and attendance:

- Board 6/6
- Investment Committee (Chair) 10/10
- Remuneration Committee 5/5



RITA MALLIA
Director since February 2011; Cbus membe
Age: 40

Qualifications:

Bachelor of Economics / Law (Hons); NSW Practising Legal Practitioner; RG146 for Superannuation.

Sponsoring organisation:

Construction Forestry Mining and Energy Union (CFMEU)

Skills and experience:

Rita has worked for the CFMEU for 16 years, resulting in an extensive understanding of the construction and union industries. She holds significant legal practice experience across employment, workers' compensation and insurance-related law, and is an experienced manager in union operations.

Current role, recent and past directorships held:

- President, CFMEU Construction and General Division (NSW Divisional Branch)
- Asbestos Diseases Research Institute;
 Schizophrenia Research Institute
- Workers Compensation Dust Disease Board
- Member, Administrative Committee ALP (NSW Branch) and NSW Council of Civil Liberties
- ACIRT Pty Ltd

- Board 5/6
- Marketing and Services Committee 2/5



ANTHONY McDONALD Director since April 2009 Age: 47

Bachelor of Arts (Accounting); Chartered Accountant; Diploma Financial Services; Registered Tax Accountant and Company Auditor.

Sponsoring organisation:

Master Builders Australia (MBA)

Skills and experience:

Anthony has a significant level of skills, education and experience across property, finance, taxation, business management and accounting. Commencing his career at Deloitte, key positions have included partnership at Cuthel & Bigg Accountants and appointment as CEO and director at property investment and development company PrimeSpace Property.

Current role, recent and past directorships held:

- CEO and executive director,
 PrimeSpace Property Investment
- Director, Cbus Property Pty Ltd
- Director of numerous personal and commercial property-related companies

Cbus memberships and attendance:

- Board 5/6
- Audit and Risk Management Committee - 4/4



CESAR MELHAM
Director since December 200
Age: 47

Qualifications:

Diploma in Electronics; RG146 for Superannuation.

Sponsoring organisation:

Australian Workers' Union (AWU)

Skills and experience:

Cesar has more than 12 years' senior union and leadership experience. He has worked as an AWU organiser, Assistant Secretary and Victorian branch State Secretary. Cesar commenced his career as a process operator at Olex Cables, before his first union delegate election to the Federated Ironworkers of Australia. Through his Board Committee appointments at Cbus, Cesar has developed considerable industry fund experience.

Current role, recent and past directorships held:

- State secretary, Australian Workers Union (AWU) Victoria
- Director Chifley Financial Services, Industry 2020 Pty Ltd

Cbus memberships and attendance:

- Board 4/6
- Marketing and Services Committee 4/5
- Audit and Risk Management Committee



JOHN MURRAY AM
Director since September 1999, Cbus member Age: 60

Qualifications:

Bachelor of Economics; Bachelor of Laws; RG146 for Superannuation.

Sponsoring organisation:

Master Builders Australia (MBA)

Skills and experience:

One of Cbus' earliest directors, John has enjoyed a prominent career in both the construction law and building industries. Some of John's most senior roles have included National Executive Director of the MBA and Legal Manager MBA (Vic). John is a qualified senior arbitrator and adjudicator. In 2004, John was made a member of the Order of Australia for services to the building and construction industry.

Current role, recent and past directorships held:

- Director, Australian Super Developments Pty Ltd
- Director, Cbus Property Pty Ltd, SAI Global Ltd and Murrlink Pty Ltd

- Board 5/6
- Investment Committee 10/10



DAVID NOONAN
Director since November 2006; Cbus member
Age: 48

RG146 for Superannuation; various specialist property and investment courses.

Sponsoring organisation:

Construction Forestry Mining and Energy Union (CFMEU)

Skills and experience:

David holds extensive senior Union leadership experience developed through positions including National Secretary, Assistant National Secretary and organiser of the CFMEU (Construction and General Division). Prior to 1988, David worked as a builder's labourer. He has managed major union sites at several iconic Melbourne landmarks.

Current role, recent and past directorships held:

- National Secretary, CFMEU Construction and General Division
- Director, Cbus Property Pty Ltd
- Member, Built Environment Innovation Council

Cbus memberships and attendance:

- Board 6/6
- Investment Committee 7/10
- Remuneration Committee 3/5



FRANK O'GRADY
Director since February 2011; Cbus member
Age: 53

Qualifications:

Trade Certificate; RG146 for Superannuation.

Sponsoring organisation:

Construction Forestry Mining and Energy Union (CFMEU)

Skills and experience:

Frank has 39 years' experience in the Australian and NZ building industries and is a senior construction union official having held presidency, Assistant Secretary and organiser roles for BWIU Victoria and the CFMEU. Frank was a participant in the pivotal 1984 national union action seeking the establishment of superannuation for the building and construction industries.

Current role, recent and past directorships held:

- · Assistant National Secretary, CFMEU
- Director, Industry Superannuation Property Trust Pty Ltd (ISPT), IGIPT
- Member of governing bodies of CFMEU at state and national levels since 1983
- Committee member, John Cummins Memorial Fund

Cbus memberships and attendance:

- Board 6/6
- Audit and Risk Management Committee

 1/4



PETER SMITHDirector since December 2010
Age: 65

Qualifications:

RG146 for Superannuation, Management Diploma and Electrical Trades Course (TAFE).

Sponsoring organisation:

Master Builders Australia (MBA)

Skills and experience:

Peter has extensive experience at all levels in the building and sub-contracting industries, having commenced his career as an electrical apprentice. Peter has held senior roles across the industry including at group general manager level while also serving as both State and National President of the Electrical Contractors Association. Peter provides representation on various electrical and contracting industry organisations.

Current role, recent and past directorships held:

- Training Manager, NECA Skills Centre Melbourne
- Director, Elecnet (Aust) Pty Ltd, Protect Services Pty Ltd and Spec Pty Ltd

- Board 6/6
- Marketing and Services Committee 5/5
- Audit and Risk Management Committee

 4/4



GLENN THOMPSONDirector since December 2001
Age: 47

Trade Certificate; RG146 for Superannuation; qualified metals tradesman.

Sponsoring organisation:

Australian Manufacturing Workers' Union (AMWU)

Skills and experience:

Commencing in the metals trade, Glenn has more than 15 years' experience within the AMWU culminating in his appointment as National Assistant Secretary. A long-standing Cbus director, Glenn has considerable Board experience arising from numerous industry-based appointments.

Current role, recent and past Directorships held:

- Assistant National Secretary, AMWU
- Director Australian Construction Industry Redundancy Trust Pty Ltd and NEST Nominees Pty Ltd
- U-Cover Pty Ltd (Chair)
- Building Advisory Committee of the Construction and Property Services Industry Skills Council (CPSISC)
- Coal Industry Long Service Leave Corporation

Cbus memberships and attendance:

- Board 4/6
- Marketing and Services Committee (Chair) – 5/5
- Remuneration Committee 5/5



PETER TIGHEDirector since May 2001; Cbus member Age: 61

Qualifications:

RG146 for Superannuation; Electrical Trades Certificate; Diploma of Financial Services in Superannuation.

Sponsoring organisation:

Communications Electrical Plumbing Union (CEPU)

Skills and experience:

Peter has more than 20 years' employment experience working in and leading the Communications, Electrical and Plumbing Union. Peter has applied his 15 years' industry superannuation experience to directorship and chair positions with the SPEC industry fund and is a long-standing Cbus director.

Current role, recent and past Directorships held:

- National Secretary, CEPU and Divisional Secretary, Electrical Energy and Services Division
- Member, Safework Australia (ministerial appointment)
- Ministerial Advisory Council on Skill Migration
- Executive member, Australian Council of Trade Unions
- Chair, Energy Skills Australia
- Member, IFM Investor Advisory Board
- Director, Spec Pty Ltd, EE-OZ Training Standards, NEEITC and E-Profiling Pty Ltd

Cbus memberships and attendance:

- Board 3/6
- Investment Committee 7/10

TIM AYRES

Alternate director since August 2008

Qualifications:

Bachelor of Arts (Industrial Relations), RG146 for Superannuation.

Sponsoring organisation:

Australian Manufacturing Workers' Union (AMWU)

Cbus memberships and attendance:

 Audit and Risk Management Committee – 2/4

Director - Role and Fees

Cbus does not pay any incentive bonuses to directors.

Role of director

Cbus directors are required to:

- Sit on at least one Board committee
- Thoroughly prepare for all Board and committee meetings
- Obtain a good understanding of the key policies and requirements of the Fund
- Attend Board strategy days
- · Participate in working groups;
- Meet the minimum training standard and ongoing training requirements (see page 25)
- Promote and represent Cbus in the construction and building industry as well as the financial industry.

Fees

The directors' fees are benchmarked using remuneration survey data that Cbus subscribes to each year. This information is presented to the Remuneration Committee and then determines a fee review based on this externally provided information. Fees are adjusted if appropriate.

Any recommendation of the Remuneration Committee for a fee review is made to the Board for prior approval.

At Cbus, directors are paid a base fee and an additional fee per Board or committee meeting attended. The Chair and independent director are paid an annual fee. Directors are also reimbursed for expenses incurred in attending meetings, within Board-approved limits. Directors seeking reimbursement of expenses are required to complete a reimbursement form and attach tax invoices. These are then approved within budget and paid when lodged.

CBUS TRUSTEE SCHEDULE OF FEES FY12	
	Total fee amount*
Chair of Board	107,183
Independent director	107,183
Board member (base fee)	17,618
Board member (attendance fee)	2,128
Committee chair (attendance fee)	4,255
Committee member (attendance fee)	2,128

All amounts are inclusive of superannuation







Director - Role and Fees Continued >

The Remuneration Committee evaluates benchmark fee data, Fund performance, the external environment, the work program of the Board and committees and relative fees in similar organisations.



	Board and committee membership	Fees paid to	paid ii	al fees ncluding nuation 9%	
DIRECTOR					
S Bracks	Chair of Board Investment Committee – ex officio Remuneration Committee – ex officio	Director	105	,907	
J Dawkins	Independent director Investment Committee member		es have been paided to the Board		
W Harnisch	Member – Board Chair – Remuneration Committee Member – Investment Committee Member – Marketing & Services Committee	MBA	78,198		
J Haskins	Member – Board Chair – Audit & Risk Committee	Director	44	,661	
P Kennedy	Member – Board Chair – Investment Committee Member – Remuneration Committee	Director	82	,553	
G Thompson	Member – Board Chair – Marketing & Services Committee Member – Remuneration Committee	AMWU	55	,199	
S Beynon	Member – Board Member – Marketing & Services Committee	Director	38	,381	
G Kearney	Member – Board Member – Investment Committee	ACTU	23,852		
R Mallia	Member – Board Member – Marketing & Services Committee	CFMEU	31,997		
A McDonald	Member – Board Member – Audit & Risk Committee	Director	40,407		
C Melham	Member – Board Member – Audit & Risk Committee Member – Marketing & Services Committee	Director	48,816		
J Murray	Member – Board Member – Investment Committee	Director	46,891		
D Noonan	Member – Board Member – Investment Committee Member – Remuneration Committee	CFMEU	46	,790	
F O'Grady	Member – Board Member – Audit & Risk Committee	CFMEU	32	,099	
P Smith	Member – Board Member – Audit & Risk Committee Member – Marketing & Services Committee	Director	48,918		
P Tighe	Member – Board Member – Investment Committee	CEPU	38	,381	
ALTERNATE D	DIRECTOR				
T Ayres	Alternate Director for G Thompson Member – Audit & Risk Committee	AMWU	4,255		
TOTAL BOAR	D REMUNERATION				
Directors' for	ooid	FY10	FY11	FY12	
Directors' fee p		858,219 51,942	850,090 56,292	761,734 47,442	
Total directors	remuneration paid by the Trustee ehalf of the Fund	910,161	906,382	809,176	

Executive Profiles

Delivery of the Cbus program is a team effort.

SEAN **MARIA ANGELA JOHANNA** DAVID **CHRIS** TRISH **STEPHEN** KEITH **LEONARD BUTERA THURSTANS NEILSEN ATKIN ALTIS DONOHUE SPILLER WELLS-JANSZ**





DAVID ATKINCEO, Cbus member
Age: 49

Appointment date: 2008

Qualifications:

BA (Hons), MA, Diploma of Financial Services.

Career overview:

- CEO, Emergency Services and State Super
- CEO, Just Super
- National Marketing and Communications Manager, STA Super
- National Office Industrial Division Manager, FSU
- Industrial Officer, SPSFV

David is responsible for working with the Board to ensure that the Fund develops and successfully implements a comprehensive strategic plan that meets the needs of members, employers and sponsoring organisations. The Office of the CEO oversees all aspects of the operation of the Fund and the Board of Directors. David's executive team is responsible for executive management, business strategy, fund integration and Trustee liaison.



CHRIS ALTIS
Executive Manager
Marketing and Corporate
Affairs, Cbus member
Age: 48

Appointment date: 2009

Qualifications:

BCom, MA (Hons)

Career overview:

- Senior Strategic Adviser to the Federal Minister for Health and Ageing
- Chief of Staff, Victorian Minister for Health
- Senior Adviser, Victorian
 Deputy Premier
- Manager, Private Hospitals Unit, Department of Health
- Project Officer, Social Justice Strategy Unit, Department of the Premier and Cabinet

Chris and his team are responsible for developing marketing and communication strategies and publications that are designed to ensure that current and potential members and employers understand the benefits available to them as part of the Cbus superannuation family. The corporate affairs function engages with government and the broader industry on policy and related issues.



MARIA BUTERA
Executive Manager
Workplace Distribution
Cbus member

Appointment date: 1997

Qualifications:

BCom

Career overview:

- Board member, Royal Women's Hospital
- Executive Director, Australian Construction Industry Council
- Development Executive, Construction Industry Development Agency
- Manager, Building and Construction Industry Division, Department of Labour, Victoria

Maria and her team are responsible for effectively aligning, planning and implementing the growth and retention strategies of the Fund. Maria's team is made up of those staff members who communicate directly with Fund members and employers, including all of our coordinators.



TRISH DONOHUEExecutive Manager,
Investments, Cbus member
Age: 45

Appointment date: 2000

Qualifications:

BSc, Actuary, CIMA designee, Fellow of FINSIA

Career overview:

- Investment Consultant, Mercer Melbourne
- Investment and Actuarial Analyst, Mercer Auckland
- Actuarial Analyst, Mercer Melbourne

Trish and her team are

responsible for investing and managing members' superannuation money. The team works closely with the Investment Committee of the Board to set the investment strategy for the Fund, select fund managers and monitor and review the investments made for the Fund. The team comprises investment specialists who are supported by external organisations, including investment adviser Frontier Advisors, fund managers and our custodian, National Australia Bank.



SEAN LEONARD
Executive Manager
Product and IT Strategy,
Cbus member
Age: 54

Appointment date: 2010

Qualifications:

MBA, GAICD, Grad. Dip. Applied Finance and Investments, FINSIA, Dip. S.M

Career overview:

- CEO, CONNECT Superannuation Plan
- National Operations Manager, LUCRF
- Operations Manager, ESSS

Sean is responsible for reviewing the Fund's product offering to members and employers and ensuring that they meet members' current and future needs. This involves developing the Fund's strategic thinking and service delivery around meeting members' needs in post retirement. Sean is also responsible for developing the IT strategy for the Trustee office.



JOHANNA NEILSEN Executive Manager, People and Culture, Cbus member

Appointment date: 2008

Qualifications:

Grad. Dip. Human Resources, Master of Human Resource Management

Career overview:

- Senior HR Consultant, ESSSuper (Emergency Services and State Superannuation Scheme)
- Recruitment Adviser, KPMG
- HR Consultant, Arthur Andersen (London)

Johanna and her team are responsible for ensuring that the Fund's human resource policies and practices help deliver the business strategy outlined in the Cbus strategy plan at the operational levels. P&C looks after all the HR policies, procedures and implementation of the enterprise agreements, remuneration and benefits, performance planning and review, professional development, training and career management. In addition, Johanna is responsible for the Business Services team which manages the office facilities.



STEPHEN SPILLER Executive Manager, Organisation Strategy and Service Delivery, Cbus member Age: 54

Appointment date: 2001

Qualifications:

MBA, Fellow of ANZIIF

Career overview:

- Senior Project Manager, Business Strategy/ Change Management (IS) AAS (AMP)
- Client Administration and Services Manager, Industry Super SA&A (SUNCORP)

Stephen and his team have several responsibilities. These include organisational strategy and the development and delivery of the Trustee business plan (including maintaining the Balanced Score Card). They also manage and deliver major Fund projects, and the ongoing delivery of our employer and member services through Superpartners. The insurance and complaint services area are responsible for the relationship with our group life insurer, Hannover and the Superannuation Complaints Tribunal processes. The face-to-face financial planning and over the phone financial advice services are also managed by the OSSD team.



ANGELA THURSTANS Executive Manager, Governance and Risk, Cbus member Age 40

Appointment date: 1999

Qualifications:BA/LLB, LLM (Com)

Career overview:

- Compliance Manager, Trust Company of Australia
- Superannuation
 Consultant, Victorian
 Superannuation Board

Angela and her team ensures that Cbus complies with all relevant Fund rules, licence requirements, legislation obligations and regulatory requirements as well as overseeing the compliance, governance and risk management framework. The Governance & Risk team also provides assistance and advice to all business units within the Fund, and reviews all communication and marketing material.



KEITH WELLS-JANSZ Executive Manager, Finance, Cbus member Age: 41

Appointment date: 2009

Qualifications:

BBus, CPA

Career overview:

- Manager Investment Control and Fund Reporting, NAB/MLC Finance/Plum Financial Services
- Senior Manager, KPMG

Keith and his team, in partnership with external service providers, ensure that Cbus meets all its financial and compliance obligations including financial reporting, taxation, audit and legislative compliance. Internally, the Finance team facilitates the year-end financial reporting and income tax processes, provides management reporting, facilitates the budget process, provides payroll services to employees and manages the accounts payable process. The Finance team is also primarily responsible for the crediting rate process, including calculation and approval of rates for pension and accumulation investment options.

Executive Employment Arrangements

Cbus' remuneration strategy strives to ensure that staff are recognised around a mix of role responsibilities and individual expertise.

All Cbus executive staff are employed on an ongoing contract (and are excluded from the industrial agreements that operate within the Trustee).

Cbus executive staff are required to give at least six weeks notice in the event of a resignation.

The CEO is required to give six months notice to the Board in the event of a resignation.

Cbus executive staff receive salary increases (if appropriate) that are based around their achievement of performance measures.

Remuneration

Cbus' remuneration strategy recognises its position in the industry fund sector and is underpinned by principles that:

- Ensure remuneration will be equitable, based on merit, underpinned by a transparent and consistent methodology
- Ensure the Fund provides an appropriately competitive level of remuneration within the market in which the Fund operates
- Ensure that the Fund remains conscious of the relationships between remuneration pressures of our sector and costs to members
- Ensure that employees understand the basis for determining their remuneration.

	Position	Total remuneration package \$
EXECUTIVE		
D Atkin	CEO	500,000
C Altis	Executive Manager Marketing and Communications	219,450
M Butera	Executive Manager Workplace Distribution	242,650
T Donohue	Executive Manager Investments	379,800
S Leonard	Executive Manager Product Strategy and Strategic IT	258,159
J Neilsen	Executive Manager People & Culture	168,800
S Spiller	Executive Manager Organisational Strategy and Service Delivery	232,100
A Thurstans*	Executive Manager Governance and Risk	213,000
K Wells Jansz	Executive Manager Finance	273,337
Cbus does not p	ay any incentive bonus payments to executive staff.	

*A Thurstans is paid 0.8 FTE of the full-time package disclosed above.



Cbus Staff

Cbus is focused on building staff capability to ensure our people are equipped with the skills to deliver the best outcomes to our members and employers.

All Cbus staff are Cbus members

Staff remuneration

All Cbus staff are employed under one of two industrial instruments that operate within the Trustee Office. Enterprise agreement increases for the 2012 year were 5%. These increases were applied from 1 July 2011. Cbus does not pay bonus or incentive payments to staff.

As part of the collective agreement, staff have their SG payments paid into Cbus.

97% of Chus staff agree

with the statement 'They are proud to work at Cbus'

Staff Professional Development and Training Policy

In line with the Cbus Professional Development and Training Policy, employees are nominated as either representatives or non-representatives depending on their role in the Fund. Representatives are those staff involved in the preparation of advice, information or services to members.

Representatives must complete a Tier 1 training course as listed on the Australian Securities and Investments Commission Register before they can provide any advice and a 30-hour minimum ongoing training requirement must also be met each year. Representatives must also successfully complete an annual compliance audit conducted by the Australian Institute of Superannuation Trustees (AIST).

The minimum number of hours non-representatives are encouraged to spend on ongoing training is at least seven hours.

All staff are encouraged as part of the Performance Planning and Review Framework to set professional development and training goals at least annually.





Information on Diversity

Cbus has gender diversity at most levels of the organisation and an inclusive culture.

The Trustee is conscious of increasing its proportion of female directors. Its sponsoring organisations are asked to take this into consideration when deciding on replacements to the Board.

As at 30 June 2012 the gender breakdown at Board, management and staff levels of the Trustee office are as follows.

	FY	′11	FY	′12
	М	F	М	F
BOARD				
Chair of the Board (ACTU appointed)	1	0	1	0
Independent director	1	0	1	0
Member directors (Appointed by ACTU and sponsoring unions)	5	2	5	2
Employer directors (Appointed by Master Builders of Australia)	7	0	7	0
Total Board	14	2	14	2
	FY	′11	FY	′12
	М	F	B 4	-
	IVI	г	M	F
CBUS STAFF ON PAYRO		F	IVI	F
CBUS STAFF ON PAYRO Permanent staff (full time Executive team Management team Trustee Office staff	DLL	3 4 [#] 21	5 11 25	3 7 20*
Permanent staff (full time Executive team Management team	DLL 9) 5 12	3 4#	5 11	3 7
Permanent staff (full time Executive team Management team Trustee Office staff	5 12 25 42	3 4 [#] 21	5 11 25	3 7 20*
Permanent staff (full time Executive team Management team Trustee Office staff Subtotal Permanent staff (part tim Executive team Management team	0LL 5 12 25 42 e) 0	3 4 [#] 21 28	5 11 25 41 0	3 7 20* 30
Permanent staff (full time Executive team Management team Trustee Office staff Subtotal Permanent staff (part time Executive team Management team Trustee Office staff	DLL 5 12 25 42 e) 0 0	3 4 [#] 21 28 1 2	5 11 25 41 0 0	3 7 20* 30 1 4 6
Permanent staff (full time Executive team Management team Trustee Office staff Subtotal Permanent staff (part time Executive team Management team Trustee Office staff Subtotal	DLL 5 12 25 42 e) 0 0 0	3 4 [#] 21 28 1 2 8	5 11 25 41 0 0	3 7 20* 30 1 4 6

(1 maternity leave)

Cbus promotes a working environment that is fair and flexible, encourages personal and professional growth and capitalises on the capabilities and leadership of a gender diverse and inclusive culture.

As ever, there are still several opportunities to leverage from the benefits of gender diversity both within the organisation and more generally within the governance framework of the Board.

Cbus uses the following five diversity indicators to its ability to attract, retain and promote female talent.

Leadership

The most important indicator that enables an organisation to leverage the benefits of diversity is leadership. There must be commitment from both the Board and the CEO to diversity, and they must define the business case to engage all employees and develop a diversity policy with strategic initiatives that support the growth of its business.

Engagement

Cbus has completed the Great Place to Work Survey, which indicates a very high level of engagement (83%) from employees across the organisation.

100% of staff agree

that at Cbus, people are treated fairly regardless of their race or ethnicity.

Culture

Cbus has a comprehensive list of policies and procedures to support a culture that is fair and provides equal opportunity for all. These include:

- Code of Conduct
- · Respect in the Workplace Policy
- Parental Leave Policy
- Performance Review Guidelines
- Leave Policy (including 50/52)
- Workplace Bullying and Violence Prevention Policy
- Cbus Recruitment and Selection Policy.

Reputation

Seventy per cent of roles advertised in FY12 were filled by external applicants. Of these, 88% were filled by women.

Accountability

Cbus has commenced a process to monitor pay equity internally.

Fund Memberships

Cbus believes that for some activities, joining with like-minded organisations can be more effective than acting as an individual organisation.

Cbus memberships

The organisations to which Cbus belongs seek to improve the:

- Standards of fund and corporate environmental, social and governance issues in investments (ESG)
- Outcomes of public policy debates and intended legislative and regulatory changes
- Skills of Cbus directors and employees.

These outputs are often intermingled within organisations and most of our memberships offer advocacy and training as a part of membership.

Standards of environmental, social and governance

Cbus is a member of Australian Council of Super Investors, the UN-backed Principles for Responsible Investment, Investor Group on Climate Change, International Corporate Governance Network, Asian Corporate Governance Network and ESG Research Australia.

These organisations promote activity and research that integrate environmental, social and governance (ESG) considerations into the investment process.

Public policy debates and research

Organisations to which Cbus belongs that promote the broad interest of members in public policy debates include: Industry Super Network, Association of Superannuation Funds of Australia (ASFA), Australian Institute of Superannuation Trustees (AIST) and Industry Funds Forum.

These organisations all undertake research and policy development and advocate for improvements to the policy framework for superannuation.

Skills and capability building

Cbus belongs to the Australian Institute of Management and the Fund Executives Association Ltd. Other organisations such as ASFA and AIST also offer superannuation-specific training courses and conferences, which provide an opportunity to hear first-hand about developments within the industry and facilitate opportunities for informal learning.

These organisations provide education and learning opportunities that are responsive to the needs of Cbus.





Sponsorships

Cbus has a program of strategic alliances with its sponsoring and other organisations in the construction and building industry, which provides regular opportunities to engage with existing and potential members and employers.

These opportunities include workplace meetings, attendance at union meetings, site visits, presentations to Board and committee meetings, awards functions, sponsorship of conference events, conference presentations, social events (picnic days), and other major activities.

The Cbus Sponsorship Policy outlines the criteria for determining sponsorship opportunities. A business case is developed for each sponsorship opportunity, which takes into consideration: the target market, the number of members or potential members that might be accessed, the percentage of market that might be gained through a sponsorship, the potential increase in the number of members or participating employers, and the additional percentage of superannuation dollars that might be invested as a result of the particular activities.

Cbus' sponsorship activities in this financial year have included major partnerships with: the CFMEU, AWU, AMWU, PGEU/CEPU, MBA (Master Builders Australia), NECA (National Electrical and Communications Association), Master Plumbers Association, Master Painters Association, the AMCA (Air Conditioning and Mechanical Contractors' Association), the Construction Forecasting Council, and the Association of Consulting Architects.

All approved sponsorships fall within a global budget allocation that is reviewed by the Marketing and Services Committee and approved by the Board each year. For the 2011/12 year these sponsorship costs were \$1,390,600.

Building Australia Game Day Partnership

The Building Australia game was an initiative of former plumber and Greater Western Sydney GIANTS coach Kevin Sheedy.

The Building Australia-themed game recognised and celebrated the men and women in building and construction, the everyday heroes, who have helped build our great nation. Cbus Property agreed to sponsor the match as it provided the opportunity to visibly demonstrate how Cbus invests members' funds back into our members' industry.

Workers across Australia had the opportunity to nominate someone they thought had made a significant contribution to building the nation. More than 450 nominations were received, with 18 nominees being presented with the inaugural Mavis Robertson Building Australia medal on the ground at the Giants versus Collingwood game during Round 18 at SKODA Stadium Sydney.

For further information on the Building Australia game, go to **www.buildingoz.com.au**

We would like to acknowledge the workers who helped build this nation





GWSG COACH KEVIN SHEEDY
WITH BUILDING AUSTRALIA WINNERS

How the Fund Invests Members' Money

1. OBJECTIVES

	Cash Savings	Conservative	DEFAULT Growth (Cbus Choice)	High Growth
SUPERANNUATION INVESTMENT	COBJECTIVE ((FROM 1 JULY 2	012)	
To deliver an after-tax return over rolling 10-year periods (expected to be achieved 75% of the time) of at least inflation plus:	1.0% p.a.	2.0% p.a.	3.5% p.a.	4.0% p.a.
And, to limit the likelihood of negative annual returns to:	Negligible in 20 years.	1 in 20 years	1 in 7 years (3 in 20 years)	1 in 5 years (4 in 20 years)
INCOME STREAM INVESTMENT	OBJECTIVE (F	ROM 1 JULY 201	12)	
To deliver an after tax return over rolling 10 year periods (expected to be achieved 75% of the time) of at least inflation plus:	1.5% p.a.	2.5% p.a.	3.75% p.a.	4.0% p.a.
And, to limit the likelihood of negative annual returns to:	Negligible in 20 years.	1 in 20 years	1 in 7 years (3 in 20 years)	1 in 5 years (4 in 20 years)

Investment philosophy

Cbus has established an investment objective for each investment option, which incorporates:

- A return target a targeted return above the rate of inflation over a 10-year period
- A risk component which indicates the expected number of years with a negative return over a 20-year period.

Cbus' investment philosophy is our approach to achieving these objectives, which influences how we develop, implement and review the appropriate investment allocation for each investment option.

We believe that taking investment risk over the medium to longer term will result in achieving returns above inflation. In general, the higher the level of risk we take, the higher the return we expect over time.

We believe it is vital that key investment risks are appropriately managed through a robust risk management framework that is regularly monitored and reviewed.

Diversification of investments is an important component of this framework. We believe exposure to a broad range of assets will lower the overall risk of loss for members. This includes investing in unlisted investments such as property and infrastructure.

Investment Options

Cbus has four superannuation investment option choices and four income stream options for members. These range from targeting a lower level of risk (chance of a negative return) and return to a higher level of risk and return. The superannuation default option is Growth (Cbus Choice). Members can choose one option or a mix of options.

2. TARGET PORTFOLIO

	Cash S	Savings	Cons	ervative	-	owth Choice)		gh owth
ASSET CLASS	Target portfolio %	Range %	Target portfolio %	Range %	Target portfolio %	Range %	Target portfolio %	Range %
Australian Shares			13.5	2.5 – 22.5	31.0	13 – 43	44.0	25 – 55
International Shares			7.5	0 – 17.5	18.5	3.5 - 33.5	27.0	10 – 40
Alternative Growth			0.0	0 – 5	10.5	0 - 20	10.0	4 – 24
Infrastructure			5.0	0 – 10	11.0	0 - 20	7.0	0 – 14
Property			7.0	2 – 12	13.0	2.5 – 22.5	9.0	0 – 18
Credit			5.0	0 – 9	7.5	0 – 15	3.0	0 – 10
Fixed Interest			22.0	14 – 74	3.5	1 – 25	-	-
Cash	100	n/a	40.0	0 - 50	5.0	0 – 20	-	-

Investment objectives for each option were changed as an outcome of the investment review. The investment objectives that apply from 1 July 2012 are shown in the above (Table 1).

Each option's strategy is designed so that it can be expected to meet its return and risk objective. The Conservative, Growth and High Growth options are broadly diversified across asset types, while the Cash Savings option is invested 100% in the Cash asset class.

The target portfolio is the asset allocation Cbus is targeting over the medium-term and is shown for each asset class, along with the allocation range (minimum and maximum) (Table 2).

For more information on the investment strategy and on asset classes, visit www.cbussuper.com.au/investments

Understanding investment risk and return

One of the major risks for members to consider when investing for retirement is the risk of not having enough money in retirement, which partly reflects investment risk.

Investment risk is often defined as the risk an asset (or portfolio of assets) will fall in value. It is crucial to consider investment risk in context with investment return. Investments with higher levels of risk are generally expected, over the medium to longer term, to have higher levels of return.

This approach to investment risk and return is reflected in the objectives of Cbus' investment options. For example, the Growth (Cbus Choice) option is expected to return at least 3.5% above inflation over a rolling 10-year period and to have three negative return years in every 20 years. In contrast, the Cash Savings option is expected to return at least 1% above inflation over a rolling 10-year period and that the number of negative return years in every 20 years will be negligible.

Cbus invests across a broad range of asset classes – investment types such as cash, fixed interest, property, infrastructure and shares. Each of these has a different level of return and risk of loss. Shares, property and some alternative investments have the potential for high returns but have more risk of a loss in the short-term. Cash and fixed-interest investments generally have lower, but more stable, returns.

These asset classes are the building blocks of Cbus' investment options. The amount allocated to each asset class largely determines the overall risk and return objective for each option. The risk and return objectives also take into account the positive impact of diversification. By investing across a range of asset types, the overall risk of loss is reduced. This works because not all asset types perform in the same way at the same time – when one investment is performing poorly another may be performing well.

To build wealth, we usually need to take some risk to get the extra return. This means that returns will be more volatile. Volatile means more ups and downs. So, if you select a high risk/return option, you must be comfortable riding out any bad years. Low risk usually comes with a low return.

Investment performance

Cbus focuses its investment strategy on a medium to long-term time horizon for each investment option. This performance commentary reports on the past financial year. As this is a short period, please keep in mind that superannuation is a long-term investment and that in the short-term investment returns can move substantially in a positive or a negative direction. Also, past performance is not indicative of future performance.

Cbus' default investment option, Growth (Cbus Choice), returned 1.6% for the financial year ending 30 June 2012. Over the past 28 years, the Growth option has returned to members an average 8.9% a year.

The annual return reflects strong performance from our infrastructure, property and fixed interest asset classes, which were largely offset by falls in the Australian shares asset class. Cbus investment option returns are shown below.

The European sovereign debt crisis, the pace of economic recovery in the US and fears related to a slowing Chinese economy all affected investment markets. The chart 'Asset Class Market Returns' on the opposite page shows the performance of investment markets over the past year. These returns relate to the performance of the respective market rather than Cbus' returns in those asset classes.

CBUS INVESTMENT OPTION RETURNS FINANCIAL YEAR 2011/12

- High Growth
- Growth (Cbus Choice)
- Conservative
- Capital Guaranteed*
- Cash Savings



* The Capital Guaranteed option was closed to all members as at 31 December 2011. The 2.6% return is for the six months ending 31 December 2011.



8.9% a year

The average return of the Growth (Cbus Choice) option over the past 28 years.

The Australian sharemarket fell 7.0%1, with most of the downturn related to falls in the share price of resource companies, which fell 28.5%² over the year (reflecting investor fears of slowing manufacturing production in China). In contrast, the Australian bond market performed very strongly, returning 12.4% for the financial year, assisted by the Reserve Bank of Australia lowering interest rates from 4.75% to 3.5% and by strong demand for Australian bonds from international investors as a 'safe haven' investment. The international sharemarket return³ was relatively flat for the year, up 0.4% on a hedged basis and down 0.5% on an unhedged basis.

The global sharemarket return masks different performance across countries, with the United States⁴ up 3.1% for the year, compared with Europe's fall of 20.5%⁵.

Looking to the future, we expect further investment market volatility, with Europe a major focus for investment markets over the short-term. Nonetheless, we are seeing opportunities for investment in credit markets, and also expect that over the longer term sharemarkets will recover and deliver stronger returns than that delivered by more defensive assets such as cash and bonds.

Changes to asset classes from 1 July 2012

As an outcome of the investment review, Cbus reconfigured its asset class classifications effective from 1 July 2012. Infrastructure is now a separate asset class.

It was previously reported as part of Alternative Assets (which is now named Alternative Growth and contains private equity and opportunistic growth sectors).

Credit is also a separate asset class. It was previously within the Fixed Interest asset class. For more details on Cbus asset classes, go to www.cbussuper.com.au/investments/how-we-invest-your-money

Applying investment earnings

Cbus applies earnings to member accounts at 30 June each year. Although interest is applied to member accounts yearly, it is calculated from the day contributions are received.

The crediting rates for the investment options are reviewed on a weekly basis. If members switch investment options, roll money out of the Fund or receive a benefit payment during the year, a year-to-date crediting rate is used. This represents the accumulation of monthly crediting rates along with an interim weekly rate for the month-to-date.

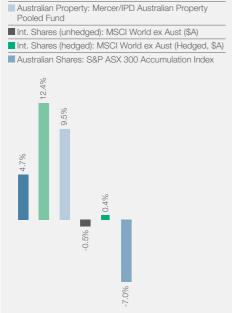
The rates for the investment options may vary during the year and may be negative for some months. The exception to this is the Capital Guaranteed Option⁶.

As a Capital Guaranteed investment, it cannot record a negative rate.

ASSET CLASS MARKET RETURNS FINANCIAL YEAR 2011/12

Market indices:

- Cash: UBSA Bank Bill Index
- Australian Fixed Interest: UBSA Composite Bond Index





- 1. As measured by the S&P/ASX 300 Accumulation Index
- 2. As measured by the S&P/ASX 300 Resources Index
- 3. As measured by the MSCI World ex Australia index, in \$A
- 4. As measured by the S&P 500 Index
- 5. As measured by the Stoxx 50 Index
- 6. Capital Guaranteed investment option closed on 31/12/2011.

Environmental, Social and Corporate Governance (ESG) Issues

Cbus believes that companies that act in a responsible way will perform better over the longer-term.

Examples of ESG issues

Environment

Climate change (physical implications; emissions trading scheme); water usage; pollution

Social

Labour standards; workplace health and safety practices; community relations

Governance

Board structure and skills; board and executive pay; company transparency and accountability

Superannuation is a long-term investment, therefore it makes sense for Cbus and its investment managers to consider ESG issues before we invest in a company. We consider these issues alongside traditional financial factors when we make investment decisions.

Cbus' ESG Policy directs Cbus to integrate ESG considerations into the Fund's investment processes and progress is monitored by the Investment Committee. The integration of ESG in the investment process does not mean the exclusion of particular companies on ethical grounds. Instead, integration of ESG requires that the impact of any ESG issues on the value of a company is included in the valuation process.

However, there can be exceptions. In 2011, Cbus committed to excluding companies involved in making cluster bombs from its investment portfolio. We excluded cluster bomb manufacturers because of the high number of cluster munitions casualties that are civilians (it is estimated that around two thirds of people injured or killed by cluster munitions are civilians, and half of these are children).

ESG and corporate governance

Cbus takes an active approach to its ownership of listed companies. This means that we vote at their Annual General Meetings and, in Australia, meet with them to discuss issues of concern. Members can access Cbus' ESG Policy, Corporate Governance Policy and half yearly corporate governance voting reports at www.cbussuper.com.au/investments

Cbus commenced voting on international shares in our active international share manager portfolios using a proxy voting service provided by Glass Lewis on 1 January 2011. The international voting table and chart below are for the Glass Lewis voted proportion only (around 32% of the International Shares asset class). Cbus' fund managers outside of the Glass Lewis voting service also actively vote on company resolutions.

Cbus is a foundation member of the Australian Council of Superannuation Investors (ACSI) and Cbus' Executive Manager, Investments, Trish Donohue, is ACSI's Deputy President.



	FY 2011/12	FY 2010/11
CBUS COMPANY VOTING - AUSTRALIA		
Number of company meetings Cbus voted	309	324
Number of resolutions Cbus voted	1473	1674
Of these, Cbus voted against		
Number of companies	99	101
Number of resolutions	165	205
Types of resolution Cbus voted against		
Company remuneration report	30%	24%
Remuneration of management and directors	37%	43%
Election of directors	22%	25%
Other	11%	8%

ACSI engages with companies on behalf of its member super funds and where possible Cbus' ESG Investment Manager takes part in these meetings. ACSI represent more than \$300 billion in superannuation funds under management.

During the financial year, ACSI engaged with the boards of 70 ASX200 companies. Priority issues included: sustainability reporting standards; disclosure and management of ESG risks, including carbon disclosure; performance against a range of governance indicators including director independence and board diversity; executive remuneration issues; and financial performance.

One feature of engagement this year was the willingness of companies to engage with ACSI over remuneration following the new legislation that enables shareholders to vote on whether a board should be replaced if the remuneration report receives two years of 'no' votes of 25% or above.

Cbus and the United Nations Principles of Responsible Investment (PRI)

The United Nations-backed Principles of Responsible Investment (PRI) is an international network of investors (signatories) working together to integrate a consideration of environmental, social and governance issues in investment processes.

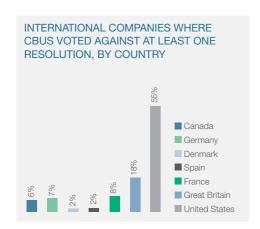
Cbus' CEO, David Atkin, sits on the Board and Advisory Council of the PRI.

There are more than 1,000 signatories to PRI, representing more than \$30 trillion in funds. Over the year, the PRI has focused on providing educational resources to showcase best practice; providing opportunities for investors to work together on key issues (for example, executive pay, climate change); and conducting research on a range of ESG issues.

Cbus and climate change

Cbus expects that investment risks and opportunities will arise as a result of climate change and the regulatory response to it. To help manage these risks and opportunities we:

- Work with our external fund managers to monitor the impacts on our investments that may arise
- Are members of the Investor Group on Climate Change (IGCC), which provides information and research about climate change for investors and advocates for sound policy responses on behalf of investors
- Participate in an annual, global survey of institutional investors aimed at benchmarking our approach to climate change against other similar investors.



	FY 2011/12
CBUS COMPANY VOTING - INTERNATIONAL	
Number of company meetings Cbus voted	160
Number of resolutions Cbus voted	2511
Of these, Cbus voted against	
Number of companies	107
Number of resolutions	268
Types of resolution Cbus voted against	
Remuneration	19%
Director election	45%
Constitution	9%
Other	27%

Cbus Property

Cbus Property is wholly owned by Cbus.

Cbus' relationship with Cbus Property

Investments made by Cbus Property are made in accordance with the Investment Management Agreement (IMA) that is in place between Cbus and Cbus Property. Under the IMA, Cbus Property is required to submit an annual business plan to Cbus that outlines its strategy, performance benchmarks and targets, and gearing targets.

Cbus' Investment Committee considers Cbus Property funding requests in the context of the current market environment and Cbus' overall investment strategy and commitments.

Over the financial year, Cbus Property's strategic allocation was 50% of Cbus' total property asset class.



ADRIAN POZZO
CEO, CBUS PROPERTY

Cbus Property – performance, strategy and market outlook

In 2011/12, Cbus Property delivered a return of 10.4%. Over a five-year period, the returns for the business have averaged 10.7%.

The strategy is based on being a commercially oriented developer and creator of employment for Cbus members, and being an active manager of high-quality property on behalf of Cbus. Cbus Property's principal activities continue to be:

- Development of commercial office and complementary retail accommodation and residential apartments
- Investment in income-producing commercial office accommodation assets
- Asset and property management.

The economic environment in 2011/2012 has been difficult, with continuing market uncertainty in Europe affecting the global market. This has had a negative impact on consumer confidence in Australia, leading to continued high levels of savings and a subdued retail environment. Housing prices continue to edge down and the labour market is soft.

The commercial office market was more resilient, with vacancy rates remaining stable and tenant pre-commitments continuing to 'come' to market for premium accommodation.

During 2012, Cbus Property has continued to add to its investment and development portfolio. Our portfolio, a mix of development and income-producing assets, has a total value in excess of \$2 billion.

We have four commercial developments underway totalling in excess of 150,000 sqm of accommodation with an end value of \$1.1 billion and we are constructing 500 apartments with an end value of \$450 million.

In addition, our known development pipeline includes a further 70,000 sqm of commercial accommodation and 850 apartments – a \$1.5 billion pipeline of projects.

Our premium sustainable GREEN income-producing investments, which are completed office tower developments owned by Cbus members, have provided a solid performance during the year driven by long weighted average lease expiries (WALE), high occupancy rates and structured rental increases. At 30 June, occupancy for the portfolio was 96.8% and the weighted average lease expiry for the portfolio was 7.1 years.

We are well placed to continue to deliver good returns for Cbus members. The development of our quality pipeline and the management of our premium sustainable GREEN income-producing portfolio will drive the business returns over the coming years.

Valuation Policy

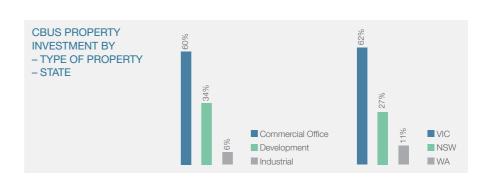
The values of all property assets are reviewed at least twice per year and changes in value are taken into account for the benefit of members.

External valuers provide independent reports for commercial and industrial properties held as investments and for development each half year. Residential developments are valued as trading stock, with external third-party advice obtained about costs and realisable values of the projects.

Additionally, updated valuation(s) will be commissioned if it is considered likely that there has been a material change in value of any property or properties.

10.4% return

In 2011/12 Cbus Property delivered a return of 10.4%. Over a five-year period, the returns for the business have averaged 10.7%.



Property name	State	Cbus ownership	NABERS/Design Rating	Key tenants	Development completion	Estimated jobs ¹
COMMERCIAL INVESTMENTS						
8 Exhibition Street, Melbourne	Vic	100%	NABERS Energy 4.5 star	Ernst & Young / UBS / AECOM	November 2005	1800
CBW, Melbourne	Vic	100%	NABERS Energy 5 star	CGU / Deloitte / Ashurst / Baker & McKenzie / Deakin	August 2008	3200
140 William Street, Perth	WA	100%	NABERS Energy 4.5 star	State Government of WA	May 2010	2950
1 Bligh Street, Sydney	NSW	33%	6 Star Green Star 'As Built' Rating	Clayton Utz / Bloomberg / Oil Search / Federal Government	July 2011	3500
35 Spring Street, Melbourne ²	Vic	100%	n.a.	State Government of Victoria	tba	tba
Estate One ³	Vic	100%	n.a.	Membreys / McKey / Panasonic	tba	tba
CURRENT COMMERCIAL DEVI	ELOPME	ENTS				
171 Collins Street, Melbourne	Vic	50%	6 Star Green Star – Office Design v2	BHP / Evans and Partners	July 2013	1500
700 Bourke Street, Melbourne	Vic	100%	6 Star Green Star – Office Design v3	National Bank of Australia	June 2013	3000 – 3500
Estate One ³ , Dandenong	Vic	100%	n/a	Masters (Woolworths)	December 2012 - Late 2013	500 – 1000
720 Bourke Street, Melbourne	Vic	100%	Targeting 6 Star Green Star – Office Design	Medibank	Late 2013	2500 – 3000
5 Martin Place, Sydney	NSW	50%	Targeting 5 Star Green Star – Office Design	tba	Early 2015	1,500
313 Spencer Street, Melbourne	Vic	100%	Targeting 5 Star Green Star – Office Design	Victoria Police	Early 2015	tba
RESIDENTIAL DEVELOPMENTS	S					
Property name	State	Cbus ownership	Total apartments	Development of	ompletion	Estimated jobs ¹
Under construction						
Dominion, Darlinghurst	NSW	100%	108	May 2013		300
Warleigh Grove, Brighton	Vic	100%	108	December 2013	3	250
Breakfast Point ⁴	NSW	50%	261	July 2012 – Jur	ne 2013	80004
Completed developments						
Breakfast Point ⁴	NSW	50%	1461	Various		Refer to note
Cromwell Road, South Yarra	Vic	100%	28	September 200	9	175
Herald Living, Melbourne	Vic	100%	56	April 2006		250

- 1. Estimated jobs are building and construction workers employed during development and excludes ancillary employment.
- 2. 35 Spring Street is a commercial investment property but it is planned to be redeveloped to a residential tower.
- 3. Estate One includes the Masters development and the office development.
- 4. Breakfast Point estimated jobs for combined work completed and work under construction is around 8000. There are an additional 600 apartments to be developed.

Cbus Property Directors

Cbus Property Board

The composition of the Cbus Property Board is as follows:

- Up to two directors who are United Super employer directors, currently John Murray and Anthony McDonald.
- Up to two directors who are United Super member directors, currently Steve Bracks and Dave Noonan.
- Three independent directors who are independent of Cbus Property and United Super and who have substantial experience in property development and/ or property fund management.

Directors are appointed for three year terms and can be reappointed. The Chair must be an independent director and all appointments are made by United Super.

Cbus property director meetings and fees

The Cbus Property Board met 13 times in the 2011/12 financial year. The Audit Committee met once in the financial year and the members are Mark Ford, Allan Davison and John Murray.

The Remuneration Committee met once in the financial year and its members are Mark Ford, Allan Davison and Steve Bracks.

	Director	Total fees paid including superannuation 9%
Chair Independent	Mark Ford	221,448
Independents	lan Costley	104,397
	Allan Davison	104,397
Cbus	Steve Bracks	80,987
directors	Dave Noonan	80,987*
	John Murray	80,987
	Anthony McDonald	62,887



MARK FORD
Cbus Property Independent
Director and Chair
since December 2005
Age: 58

Qualifications:

Diploma in Commerce; Chartered Accountant; Company Directors Diploma; Dip Tech (Comm); ACA; FAICD (DIP); FAPI

Skills and experience:

Currently a professional non-executive director, Mark Ford has built a strong domestic and international property career through senior management roles held in investment banks (notably with Deutsche and Macquarie banks) as well as a suite of industry-based directorship appointments. Mark's expertise extends from accounting, finance and funds management, to listed company management and corporate governance.

Current role, recent and past directorships held:

- Chair, KIWI Income Property Trust
- Director, RREEF China Management, The Bond Market
- Past director, Property Council of Australia

Mark is also an observer at the Cbus Investment Committee.



IAN COSTLEY Cbus Property Director since January 2006 Age: 68

Qualifications:

Fellow, Australian Institute of Directors; Fellow, Australian Property Institute; Diploma Town and Country Planning

Skills and experience:

Commencing his career as a property valuer and town planner, lan moved into property development and has since held a number of senior commercial roles in large property companies, including CEO of Mirvac Development NSW (retired late 2004). Ian also has a strong directorship portfolio and experience base, and has worked with several industry councils and planning institutes.

Current role, recent and past directorships held:

- Director, Culars No. 37 Pty Ltd
- Director, Breakfast Point Pty Ltd
- Director, Mirvac Projects Pty Ltd



ALLAN DAVISON Cbus Property Directo since January 2006 Age: 63

Qualifications:

Bachelor of Building (QS)

Skills and experience:

Allan has enjoyed 33 years in the property and construction industries commencing as an Assistant Project Manager in 1973, retiring as Managing Director of Folkestone Ltd in 2006. Allan has been exposed to all aspects of property development, with his career portfolio extending across CBD offices, hotels, business parks, industrial estates and medium density residential.

Current role, recent and past directorships held:

- Director, Trafalgar Corporate Group (ASX listed)
- Director, Folkestone Ltd (ASX listed)
- Director, Breakfast Point Pty Ltd
- Member (and Chairman 2006-09), Course Advisory Committee for School of Property, Construction and Project Management at RMIT University

Allan is also an observer at the Cbus Audit and Risk Management Committee.

Cbus Top Holdings

Cbus investment allocations as at 30 June 2012.

TOTAL FUND GEOGRAPHIC EXPOSURE AT 30 JUNE 2012

68% of our investments are in Australia

Rank	Top 10 investments – total fund	Asset Type	At 30 June 2012 (%)	At 30 June 2011 (%)
1	BHP Billiton Limited	Australian shares	2.2	3.5
2	Commonwealth Bank of Australia	Australian shares	2.0	2.0
3	Australia and New Zealand Banking Group	Australian shares	1.6	1.6
4	Pacific Hydro	Infrastructure	1.6	1.8
5	Westpac Banking Corporation	Australian shares	1.6	1.8
6	CBW 181 William Street, 550 Bourke Street, Melbourne, Vic	Property	1.3	1.3
7	National Australia Bank	Australian shares	1.2	1.2
8	Telstra Corporation	Australian shares	1.2	0.7
9	1 Bligh Street, Sydney, NSW	Property	1.2	1.1
10	Melbourne and Launceston Airports	Infrastructure	1.1	1.2
Total to	p 10 holdings as % of total fund		15.0	16.3



CBUS PROPERTY DEVELOPMENT1 BLIGH ST, SYDNEY, NSW





CDI IC TOD	10 DDODEE	TV HOLDINGS	, 30 JUNE 2012
CBUS IUF	10 PROPER	III HULUINGO	. 30 JUNE 2012

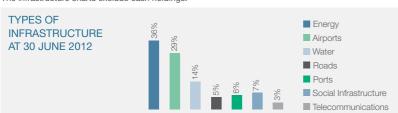
550 2 1 B 3 700 4 140 5 Em	W 181 William Street, D Bourke Street, Melbourne, Vic Sligh Street, Sydney, NSW D Bourke Street, Docklands, Vic D William Street, Perth, WA	Cbus Property Cbus Property Cbus Property Cbus Property	9.5 8.2 6.8	9.9 8.5 2.8
3 700 4 140 5 Ern	D Bourke Street, Docklands, Vic	Cbus Property	6.8	
4 140 5 Ern	· · · · · · · · · · · · · · · · · · ·	. ,		2.8
5 Ern) William Street, Perth, WA	Cbus Property	F 0	
			5.6	6.6
0 □	nst and Young Building, Exhibition Street, Melbourne, Vic	Cbus Property	5.5	5.5
	ate One, 81-125 Princes Jhway, Dandenong, Vic	Cbus Property	2.9	4.6
7 Gar	rden City, Booragoon, WA	AMP	2.7	2.9
8 171	1 Collins Street, Melbourne, Vic	Cbus Property	2.3	1.1
9 Bre	eakfast Point, Canada Bay, NSW	Cbus Property	2.1	2.0
10 35	Spring Street, Melbourne, Vic	Cbus Property	1.9	2.1
Total top 10 a	as % of property holdings		47.5	46.0

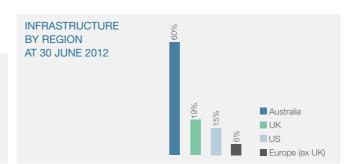
Cbus 2011/12 Annual Report

Cbus Top Holdings

55

The infrastructure charts exclude cash holdings.





CBUS TOP 10 INFRASTRUCTURE HOLDINGS, 30 JUNE 2012

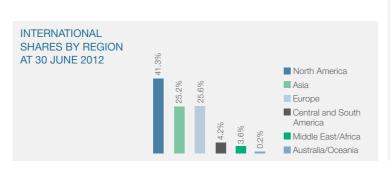
Rank	Top 10 infrastructure holdings	Type of infrastructure	Country	Manager	At 30 June 2012 (%)	At 30 June 2011 (%)
1	Pacific Hydro	Alternative Energy	Australia	Industry Funds Management	13.8	15.7
2	Melbourne and Launceston Airports	Airport	Australia	Hastings Funds Management, Industry Funds Management	9.7	10.0
3	Perth Airport	Airport	Australia	Hastings Funds Management, Industry Funds Management	8.8	8.8
4	Thames Water	Water	UK	AMP Capital Investors	6.2	5.3
5	Brisbane Airport	Airport	Australia	Industry Funds Management	5.6	6.0
6	Port of Brisbane	Port	Australia	Industry Funds Management	5.3	3.4
7	Anglian Water	Water	UK	Industry Funds Management	5.1	4.6
8	Essential Power	Electricity generation	US	Industry Funds Management	4.7	5.0
9	Colonial Pipeline Company	Pipelines	US	Industry Funds Management	3.5	3.7
10	South East Water	Water	UK	Hastings Funds Management	3.3	3.8
Total to	op 10 as % of total infrastructure holding	ngs			66.0	66.2

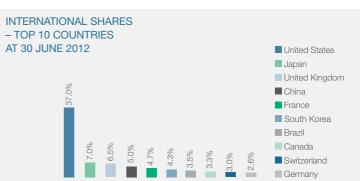
Totals may differ slightly due to the impact of rounding.

CBUS TOP 20 AUSTRALIAN SHARES HOLDINGS, 30 JUNE 2012

Rank	Top 20 Australian shares holdings	At 30 Ju	ine 2012	At 30 June 2011			
		% of Australian Shares asset class	% of the Growth (Cbus Choice) option	% of Australian Shares asset class	% of the Growth (Cbus Choice) option		
1	BHP Billiton Limited	7.4	2.3	10.5	3.5		
2	Commonwealth Bank of Australia	6.6	2.1	6.2	2.1		
3	Australia and New Zealand Banking Group	5.4	1.7	5.0	1.7		
4	Westpac Banking Corporation	5.0	1.6	5.6	1.9		
5	National Australia Bank	4.1	1.3	3.7	1.2		
6	Telstra Corporation Ltd	3.8	1.2	2.7	0.9		
7	Rio Tinto Ltd	2.9	0.9	3.3	1.1		
8	Wesfarmers Limited	2.1	0.7	2.1	0.7		
9	Woolworths Limited	2.1	0.7	2.6	0.9		
10	Woodside Petroleum Limited	1.9	0.6	1.8	0.6		
11	Brambles Limited	1.4	0.5	1.3	0.4		
12	CSL Limited	1.4	0.4	0.7	0.2		
13	Newcrest Mining Limited	1.3	0.4	0.9	0.3		
14	Cochlear Ltd	1.3	0.4	1.0	0.3		
15	Insurance Australia Group Ltd	1.2	0.4	0.2	0.1		
16	Orica Limited	1.2	0.4	1.5	0.5		
17	News Corporation	1.1	0.3	1.0	0.3		
18	Treasury Wines Estates Limited	1.0	0.3	0.3	0.1		
19	Seek Limited	0.9	0.3	1.0	0.3		
20	Amcor Limited	0.9	0.3	1.0	0.3		
Total to	pp 20 as % of Australian shares holdings	52.9	16.7	52.3	17.5		

At 30 June 2012 Cbus did not hold more than 5% of any listed Australian or international company's total holdings.





CBUS TOP 20 INTERNATIONAL SHARES HOLDINGS, 30 JUNE 2012 Rank Top 20 international shares holdings

Rank	Top 20 international shares holdings	At 30 June 2012		At 30 June 2011		
		% of the International Shares asset class	% of the Growth (Cbus Choice) option	% of the International Shares asset class	% of the Growth (Cbus Choice) option	
1	Apple Inc	1.2	0.2	1.0	0.2	
2	Amazon Dotcom Inc	1.0	0.2	1.1	0.2	
3	Samsung Electronics	0.8	0.2	1.2	0.3	
4	Google Inc	0.8	0.2	1.0	0.2	
5	Baidu Inc	0.8	0.2	0.9	0.2	
6	Tencent Holdings Inc	0.7	0.1	0.4	0.1	
7	Nestle SA	0.6	0.1	0.6	0.1	
8	Oracle Corp	0.6	0.1	0.6	0.1	
9	Exxon Mobil Corporation	0.6	0.1	0.5	0.1	
10	Microsoft Corp	0.6	0.1	0.5	0.1	
11	Intuitive Surgical Inc	0.6	0.1	0.4	0.1	
12	Ebay Inc	0.5	0.1	0.4	0.1	
13	Johnson and Johnson	0.5	0.1	0.5	0.1	
14	Cisco Systems Inc	0.5	0.1	0.6	0.1	
15	Whole Food Market Inc	0.5	0.1	0.3	0.1	
16	Vale SA-SP	0.4	0.1	0.7	0.2	
17	Wal-Mart Stores Inc	0.4	0.1	0.3	0.1	
18	PPR SA	0.4	0.1	0.4	0.1	
19	Atlas Copco AB	0.4	0.1	0.4	0.1	
20	International Business Machine	0.4	0.1	0.3	0.1	
Total T	op 20 as % of international shares holdings	12.5	2.5	12.1	2.6	

Investment Management Costs

A proportion of our members' investment earnings is used to pay the Fund's investment costs and the trustee operating cost. Together, these are the Fund's indirect cost ratio.

- Investment costs include fees paid to fund managers, custodians and asset consultants, bank fees and internal investment management costs on a net of GST basis.
- The Trustee operating cost covers the costs incurred by the Trustee in operating the Fund and includes un-recouped administration fees and member protection costs.

The table below shows investment costs and the indirect cost ratio by investment option for the 2011/12 and 2010/11 financial years.

Direct managers invest directly in assets for the Fund. 'Fund of fund' managers select and invest through other fund managers in order to get specialised exposure to a wider range of investments. In general, the 'fund of fund' manager and its underlying managers both charge investment management fees. Where this occurs, Cbus incorporates these fees into its 'underlying fund of funds' fees.

There are broadly two fee types – base fees and performance fees. The base fee is usually calculated as a percentage of assets managed for Cbus. Some of Cbus' fund managers are also paid a performance fee when their investment returns outperform agreed targets. The performance fees identified below are those fees actually paid during the relevant financial year.

Over the past year, the investment costs for the Growth (Cbus Choice) investment option have fallen from 0.83% to 0.78%. The fall reflects a maturing private equity program and a fall in infrastructure and property costs. These factors were also responsible for the lower costs in the High Growth investment option, which fell from 0.66% to 0.64%.

The fall in total investment management cost for the Conservative investment option was primarily related to lower costs in the Fixed Interest asset class.

Cbus deducts the indirect cost ratio from the investment return before Cbus declares its crediting rates. This is shown in the table below.

Where Cbus differs to other super funds

Cbus believes that members should be informed of the total investment management cost of their superannuation wherever these costs are clearly identifiable and measurable. Unlike many funds, Cbus incorporates all underlying trust and 'fund of fund' investment management fees into its total investment cost. The contribution to the Growth (Cbus Choice) option's cost from these underlying managers was 0.21% for 2011/12.

Investment options	High (Growth		owth Choice)	Conse	ervative	Cash S	Savings
INVESTMENT COSTS	FY 11/12 %	FY 10/11 %	FY 11/12 %	FY 10/11 %	FY 11/12 %	FY 10/11 %	FY 11/12 %	FY 10/11 %
Base fee	0.43	0.45	0.47	0.51	0.25	0.26	0.08	0.08
Performance fee	0.07	0.06	0.05	0.05	0.02	0.02		
Direct manager fees	0.50	0.51	0.52	0.56	0.27	0.28	0.08	0.08
Underlying fund of funds base fee	0.08	0.09	0.19	0.20	0.06	0.08		
Underlying fund of funds performance fee	0.01	0.01	0.02	0.02	0.00	0.00		
Underlying fund of fund fees	0.09	0.10	0.21	0.22	0.06	0.08		
Other costs	0.05	0.05	0.05	0.05	0.05	0.05	0.05	0.05
Total investment costs	0.64	0.66	0.78	0.83	0.38	0.41	0.13	0.13
+ Trustee operating cost	0.09	0.08	0.09	0.08	0.09	0.08	0.09	0.08
= TOTAL INDIRECT COST RATIO	0.73	0.74	0.87	0.91	0.47	0.49	0.22	0.21
Totals may differ slightly due to the impact of rounding.								

Superannuation options	High (Growth		owth Choice)	Conse	rvative	Cash S	Savings
INVESTMENT COSTS	FY 11/12 %	FY 10/11 %	FY 11/12 %	FY 10/11 %	FY 11/12 %	FY 10/11 %	FY 11/12 %	FY 10/11 %
Total earnings (gross of indirect costs, net of investment taxes)	-0.61	10.17	2.47	9.61	5.63	6.86	4.08	4.37
Less total indirect cost ratio	0.73	0.74	0.87	0.91	0.47	0.49	0.22	0.21
= FINAL CREDITING RATE:	-1.34	9.43	1.60	8.70	5.16	6.37	3.86	4.16
Totals may differ slightly due to the impact of rounding.								

Cbus Investment Managers

Cbus invests in over

2,270 international listed companies

290 Australian listed companies

Cbus uses Australian and international investment managers. Each investment manager is responsible for a specified amount of the Fund's assets. They are managed in accordance with a mandate as agreed between the manager and the Trustee in consultation with the Fund's asset consultant. The Trustee monitors the performance of each investment manager closely throughout the year and compares it with industry benchmarks.

Selection of fund managers is a responsibility of the Board delegated to the Investment Committee. The decision to appoint or terminate a fund manager rests with the Investment Committee, based on research provided by the asset consultant and Cbus investment team.

The 19.1% allocation to Industry Funds Management incorporates a 7.3% holding in Australian equities, which is managed on a passive enhanced basis, and also includes investment in infrastructure, private equity, credit and fixed interest.

The adjacent table provides a breakdown of Cbus total investments by investment manager. Related parties are identified in blue italics.

	At 30 June 2012	At 30 June 2011			
INVESTMENT MANAGERS MANAGING 5% OR ABOVE OF THE TOTAL FUND'S ASSETS					
Industry Funds Management	19.1%	20.8%			
Colonial First State Asset Management	8.2%	5.5%			
Cbus Property	7.2%	6.0%			
Paradice Investment Management	5.8%	6.0%			
BlackRock Investment Management Australia	5.6%	6.3%			
Totals may differ slightly due to the impact of rounding.					

	At 30 Jur	ne 2012	At 30 Jur	ne 2011
CBUS TOTAL INVESTMENTS	(\$ millions)	(%)	(\$ millions)	(%)
AUSTRALIAN EQUITIES				
Industry Funds Management	1357.5	7.3	1611.5	9.3
Paradice Investment Management	1083.1	5.8	1037.3	6.0
Perpetual Investment Management	805.3	4.3	1018.4	5.9
Ausbil Dexia	754.3	4.1	819.7	4.7
Hyperion Asset Management	574.4	3.1	615.1	3.6
Ellerston Capital	411.4	2.2	-	-
Allan Gray Australia ¹	346.6	1.9	361.7	2.1
Kinetic Investment Partners	113.5	0.6	120.8	0.7
Citigroup Global Markets Australia	106.8	0.6	14.2	0.5
Kosmos Asset Management	76.3	0.4	78.0	0.1
Total Australian Equities	5629.1	30.3	5676.8	32.8
INTERNATIONAL EQUITIES				
BlackRock Investment Management Australia	830.0	4.5	900.8	5.2
Orbis Investment Management	349.2	1.9	356.0	2.1
MFS Institutional Advisors	339.5	1.8	336.0	1.9
Baillie Gifford Overseas	329.5	1.8	341.5	2.0
Trilogy Global Advisors	313.7	1.7	369.5	2.1
Lazard Asset Management	288.2	1.6	291.4	1.7
Wellington Management Company	260.9	1.4	299.1	1.7
Walter Scott and Partners	242.6	1.3	231.6	1.3
Tradewinds Global Investors	220.0	1.2	-	-
Realindex Investments	194.2	1.0	-	-
Platinum Investment Management	89.0	0.5	94.3	0.5
Genesis Emerging Markets Investment Company	88.0	0.5	94.9	0.5
First State Investment Management	85.4	0.5	93.3	0.5
Mesirow Financial Currency Management	4.7	0.0	-	-
Warakirri Asset Management	1.7	0.0	1.9	0.0
Citigroup Global Markets Australia	0.1	0.0	0.0	0.0
Lee Overlay Partners	-	-	27.8	0.2
T. Rowe Price Global Investment Services	-	-	268.9	1.6
Total International Equities	3636.5	19.6	3707	21.4

	At 30 Jur	ne 2012	At 30 Jur	ne 2011
CBUS TOTAL INVESTMENTS	(\$ millions)	(%)	(\$ millions)	(%)
ALTERNATIVE ASSETS				
Industry Funds Management	1728.6	9.3	1657.7	9.6
Hastings Funds Management	505.5	2.7	452.8	2.6
Macquarie Investment Management	167.0	0.9	119.6	0.7
Mesirow Financial Private Equity Advisors	159.8	0.9	131.2	0.8
Siguler Guff & Company	142.4	0.8	132.3	0.8
AMP Capital Investors	135.7	0.7	_	
Quay Partners	131.6	0.7	140.6	0.8
ME Bank²	92.3	0.5	-	
LGT Capital Partners	89.2	0.5	82.6	0.5
Lexington Partners	86.6	0.5	85.4	0.5
Pomona Australia ³	72.6	0.4	78.1	0.5
Bridgewater Associates	65.3	0.4	66.9	0.4
Performance Equity Management	54.0	0.3	37.9	0.2
Adveq Management	50.8	0.3	41.9	0.2
Industry Super Holdings Pty Ltd ²	48.2	0.3	136.7	0.8
Superpartners	43.7	0.2	33.2	0.2
Greenspring Associates ⁴	38.3	0.2	21.7	0.
VenCap International	33.1	0.2	20.5	0.1
Newbury Associates	30.0	0.2	11.5	0.1
Perpetual Investment Management	27.6	0.1	25.6	0.1
Access Capital Advisors	22.9	0.1	117.7	0.7
Wilshire Private Markets Group	22.9	0.1	23.8	0.1
Weathergage Venture Capital	21.4	0.1	15.3	0.1
Oaktree Capital Management	17.7	0.1	9.6	0.1
Colonial First State Asset Management	16.1	0.1	16.3	0.1
Mesirow Financial Currency Management	13.1	0.1	-	
Artwork	7.3	0.0	7.3	0.0
Frontier Investment Consulting	1.3	0.0	1.3	0.0
Lee Overlay Partners	-	-	68.4	0.4
Total Alternatives	3824.8	20.6	3535.8	20.4
FIXED INTEREST				
Industry Funds Management	469.3	2.5	323.8	1.9
ME Portfolio Management	412.4	2.2	382.0	2.2
BlackRock Investment Management Australia	205.2	1.1	195.4	1.1
Babson Capital	183.2	1.0	-	
Total Fixed Interest	1270.1	6.8	901.3	5.2
PROPERTY				
Cbus Property	1336.2	7.2	1036.3	6.0
ISPT	735.4	4.0	681.2	3.9
AMP Capital Investors	424.2	2.3	398.8	2.3
Fortius Funds Management	96.3	0.5	97.0	0.6
MGPA	17.3	0.1	21.3	0.1
Franklin Templeton Investments Australia	6.3	0.0	6.7	0.0
Mesirow Financial Currency Management	1.0	0.0	-	
Lee Overlay Partners	-	-	1.9	0.0
Total Property	2616.7	14.1	2243.0	13.0
CASH Colonial First State Asset Management	1.400.1	7 7	9440	4.0
Colonial First State Asset Management	1,422.1	7.7	844.9	4.9
ME Portfolio Management	138.1	0.7	136.6	0.8
AXA Asia Pacific Holdings Limited ⁵ Total Cash	38.0 1598.3	0.2 8.6	246.8 1228.3	1.4 7.1
Total Guoti	1000.0	0.0	1220.0	7.1
TOTAL INVESTMENTS	18575.4	100.0	17292.3	100.0

Custodian

To protect the security of Cbus' assets, minimise transaction costs and maintain consistent and high levels of reporting, Cbus uses a master custodian. The custodian holds the Fund's investments on behalf of Cbus and guarantees security of title of the assets.

Cbus' Master Custodian is National Australia Bank Asset Servicing (NAS), a division of the National Australia Bank. In addition to holding the Fund's investments, NAS works with Cbus and its fund managers to provide settlement for transactions; financial reporting, including taxation accounting; unit pricing and performance and risk analytics; and compliance services (monitoring fund manager portfolios to ensure that fund managers are within their mandate guidelines).

Orbis Investment Management (Australia) changed its name to Allan Gray Australia from 2 April 2012

^{2.} ME Bank was formerly part of Industry Super Holdings Pty Ltd

^{3.} Previously known as ING Investment Management.

^{4.} Previously known as Montagu Newhall

In March 2011, AMP Capital merged with AXA Asia Pacific Holdings Limited's Australian and New Zealand businesses (AXA)

Related Parties

Related parties are entities with which Cbus has an ownership relationship and which also provide services to Cbus.

Cbus Property Pty Ltd (CPPL)

Ownership:

100% held subsidiary of United Super Pty Ltd (USPL).

Services provided to Cbus:

Manages direct property on behalf of the Fund in accordance with an Investment Management Agreement between CPPL and Cbus. CPPL does not have ownership of any direct property assets.

Board representation:

Yes. Refer to page 53.

Superpartners Pty Ltd

Ownership:

USPL owns 17.95% of Superpartners.

Services provided:

Member and employer administration services, financial services and IT platform to Cbus, which are provided under normal commercial terms and conditions.

Board representation: No.

Frontier Advisors Pty Ltd (Frontier)

Ownership:

USPL owns 31% of Frontier.

Services provided:

Frontier provides asset consulting services to Cbus, which are provided on normal terms and conditions.

Board representation:

Yes. Cbus CEO David Atkin is a director of Frontier. Director fees of \$12,000 for 2011/12 were paid to the Fund.

Industry Super Holdings

Ownership:

USPL owns 16.13% of Industry Super Holdings Pty Ltd (ISH). Industry Fund Services Pty Ltd, Industry Superannuation Network Pty Ltd and Industry Funds Management Pty Ltd are wholly owned subsidiaries of ISH.

Board representation: No.

Industry Superannuation Network

Ownership:

Subsidiary of Industry Super Holdings

Services provided:

Marketing, policy advocacy role.

Board representation:

Yes. The Cbus CEO is a director of ISN and the Cbus Chair Steve Bracks is a member of the advisory board of ISN. No fees are paid for these positions.

Industry Fund Services Ltd (IFS)

Ownership:

Subsidiary of Industry Super Holdings.

Services provided:

Provision of financial planning services to Cbus members. These services are provided under normal commercial terms and conditions.

Board representation: No.



Industry Fund Investments Pty Ltd Ownership:

Subsidiary of Industry Fund Services.

Services provided:

Trustee of AUSFUND eligible rollover fund of Cbus, also provides cross fund matching services to enable consolidation of accounts.

Board representation: No.

IFS Insurance Broking Pty Ltd (IFSIB)

Ownership:

Subsidiary of Industry Fund Services.

Services provided:

Insurance broking services to Cbus (including group life, trustee indemnity, general property, public liability insurance) and is paid brokerage fees.

Board representation: No

Industry Funds Management Pty Ltd (IFM)

Ownership:

Subsidiary of Industry Super Holdings.

Services provided:

IFM manages several Cbus investments, including: Australian shares, Australian and international infrastructure, Australian fixed interest and credit, and Australian and international private equities. All management fees charged in relation to these investments are under normal commercial terms and conditions. All investments are managed in accordance with relevant mandate agreements.

Board representation:

No representation on the IFM Board, but Cbus director Peter Tighe and Cbus Executive Manager, Investments, Trish Donohue, represent Cbus on the IFM Investment Advisory Board. No fees are paid for these positions.

Members Equity Bank Pty Ltd

Ownership:

USPL owns 16.13% of Members Equity Bank Pty Ltd.

Services provided:

Members Equity Bank Pty Ltd provides fixed income and cash management services for Cbus. It also provides banking products to superannuation fund members.

Board representation: No.

ISPT Pty Ltd

Ownership:

USPL holds one \$1 share in ISPT Pty Ltd, the trustee for the ISPT property vehicles with voting rights based on the level of investment in ISPT vehicles. The current holding of 11.7% in ISPT entitles Cbus to one position on the ISPT Pty Ltd Board.

Services provided:

ISPT provides property investment management services for Cbus.

Board representation:

Yes. Cbus director Frank O'Grady is a director of ISPT Pty Ltd, the trustee of ISPT. Provision is made by ISPT for the payment of directors' fees.

Hasting Funds Management – Utilities Trust of Australia (UTA)

Ownership:

USPL holds one \$1 share in Utilities of Australia Pty Ltd, the trustee of UTA with voting rights based on the level of investment in UTA. As one of the four largest investors in UTA, Cbus is entitled to one position on the Utilities of Australia Pty Ltd Board.

Services provided:

Hastings provides infrastructure investment management services for Cbus.

Board representation:

Yes. Cbus director John Haskins is a director of Utilities of Australia Pty Ltd, the trustee of UTA. Provision is made by UTA for the payment of directors' fees.



Investment Policies

Cbus' Liquidity Management Policy

Good liquidity management means being able to pay financial obligations when they fall due. These obligations include meeting member rollovers, withdrawals and income stream payments. A second key principle is that we ensure member equity, that is, to ensure that all members are treated fairly.

Cbus invests members' superannuation in illiquid assets such as property, infrastructure and private equity to improve the return and diversification profile of the Fund. While these investments are generally expected to have attractive investment properties, they increase the risk that there may not be enough liquid assets to meet the obligations of the Fund (this is liquidity risk).

Cbus' Liquidity Management Policy focuses on ensuring that liquidity risk is not excessive through:

- Considering liquidity risk when designing strategic asset allocations for investment options
- A robust liquidity monitoring framework
- Ensuring that valuations of unlisted assets are updated sufficiently frequently to help limit asset allocation distortions, particularly when the prices of listed assets move very rapidly
- Periodically stress testing the portfolio to ensure that liquidity is sufficient under a wide range of plausible scenarios
- Ensuring that there are appropriate strategies for realising illiquid investments and managing a "liquidity crisis".

Cbus' Asset Valuation Policy

Asset valuations represent what an investment asset is worth at a particular point in time. They form a significant input into the crediting rates applying to Cbus member accounts. Cbus' Asset Valuation Policy ensures a consistent, reliable and transparent approach to asset valuations.

The Fund's Board, through its Investment Committee, is responsible for the oversight of valuations of all assets and the valuation principles used. In addition, the Board seeks to ensure that all members are treated fairly.

Cbus' Asset Valuation Policy is consistent with the Australian Prudential Regulation Authority's 'Valuation of Unlisted Assets – General Principles for Trustees' dated April 2009 and with its 'Valuation of Unlisted Assets – Industry Alert' dated August 2010.

Use of derivatives

Cbus allows some of its investment managers to use derivatives, such as futures and options. Use of derivatives is primarily to reduce risk and enhance investment returns. However, managers must use derivatives within strict parameters, including that they are not to be used to gear the Fund and that there are sufficient cash assets to back any derivatives exposure at all times. The derivatives charge ratio was less than 0.5% during the financial year. This ratio is the percentage of the Fund being used as security for derivative investments.

Currency management

Holding an exposure to currency can lower risk for the Fund by providing diversification.

Foreign currency exposure can be provided through any international investments, including international shares, international fixed interest, opportunistic growth strategies, international property and infrastructure.

Cbus' exposure to currency is generally maintained between a range of 10% and 20% of the Fund. Cbus fully hedges all international exposure apart from a portion of the international shares exposures. Currency hedging is outsourced to Mesirow Financial Currency Management, which manages currency on a passive basis, that is, it does not seek to add above benchmark returns.





Risk Management Framework

Cbus has a Risk Management Framework to manage the key risks associated with its business strategy and operations.

Over the past 12 months the Fund has conducted an extensive review of its Risk Management Framework, including a benchmark assessment undertaken by an external audit firm.

The benchmarking of the framework and risk methodology was against industry better practice such as risk management standards and regulator guidance. The review included stakeholder feedback, the analysis of Fund documentation and identification of improvements. The outcomes from the review are being utilised to develop the Fund's Risk Appetite Statement and Risk Management Strategy to be approved by the Board, in accordance with the incoming Prudential Standards developed by the Australian Prudential Regulation Authority (APRA).

Compliance policies

The framework incorporates relevant policies, resources, automated compliance and risk systems, monitoring programs, checklists and reporting through to the Audit and Risk Management Committee and the Board. Some of the key policies maintained by the Fund address issues such as fraud management, anti-money laundering and counter-terrorism financing, privacy, refund of contributions, breach identification and disclosure obligations.

Auditor attestation

An approved auditor must audit the Fund's Risk Management Plan and strategy annually and attest that the framework adopted by the Trustee to identify, assess, control, report and review the risks of the Fund has been implemented and is operating effectively and that there are adequate systems in place to ensure future compliance. An annual audit of specific legislative and licensing obligations is also conducted by the Fund's auditor and an attestation provided to the Trustee and APRA.

The audit reports for the 2011/12 year will be available online from 22 October 2012 at www.cbussuper.com.au/AnnualReport

4.33% increase in employers

3,322 new employers joined Cous over the past year. We focus on making life easy for employers, continually striving to provide the best processes to take the burden of super admin away from them. We now have 80,072 employers, compared with 30,425 10 years ago, and 18,416 20 years ago.







Internal Audit Program

The objective of the Internal Audit Program is to provide Cbus with assurance over the integrity of its internal control systems and to improve the effectiveness and efficiency of these systems.

The Internal **Audit Program** is developed to have regard to the key risks Cbus needs to manage

Responsibilities

The Internal Audit function is responsible to the Board through the Audit and Risk Management Committee for contributing to the achievement of Cbus' goals and objectives by:

- · Assisting in evaluating processes for identifying, assessing and managing the key operational, financial and compliance risks of Cbus
- Assisting in evaluating the effectiveness of internal control systems, including compliance with internal policies
- Recommending improvements in efficiency to the internal control systems
- Keeping abreast of new developments affecting Cbus' activities and in matters affecting Internal Audit work
- Being responsive to Cbus' changing needs, striving for continuous improvement and monitoring integrity in the performance of its activities.

Program

The Internal Audit Program focuses on reviewing:

- The control environment around the key core operational processes of Cbus and its subsidiary, Cbus Property
- The control environment around non-core processes of Cbus and Cbus Property that are relevant to key strategic activities and the management of key risks.

The program is completed over a 12-month period and is considered to be 'live', thereby allowing flexibility for the program scope to be altered during the year to meet business requirements.





Financials

Financial management

Net benefit

Prudent financial management underpins the Fund's efforts to achieve its strategic objectives, in particular maintaining our low cost (value) focus and ensuring the net benefit delivered to members is maximised. Continuous review of financial controls and procedures forms part of the Fund's commitment to risk management and keeping costs low and within budget.

Annual budget process

The annual budgeting process integrates with the annual business planning cycle by establishing expenditure and financial frameworks that define the Fund's commitment of its financial resources towards its business as usual activities and its strategic initiatives. The Annual Budget is reviewed by the Fund's Audit and Risk Management Committee and endorsed by the Board.

Cbus Annual Financial Report

The Cbus Annual Financial Report (Report) is prepared by Superpartners Finance in conjunction with Cbus Finance. The Report is based on the Fund's general ledger balances and custodian investment and taxation reports, together with members' funds information sourced from Superpartners administration systems.

The Report includes the Fund's Financial Statements, which comprise a Statement of Financial Position, Operating Statement and Statement of Cash Flows, and Notes to these Financial Statements. The Report also includes a Trustee Declaration, Auditors' Independence Declaration and Auditor's Report. The Report is prepared in accordance with Australian Accounting Standards, legislative requirements and the requirements of the Trust Deed.

The Report will be available on the Cbus website from 22 October 2012 at www.cbussuper.com.au/AnnualReport

An extract from the Annual Financial Report, which is unaudited, is provided below.

	2012 \$ '000	2011 \$ '000
STATEMENT OF FINANCIAL POSITION AS AT 30 JU	NE 2012	
Assets		
Investments	18,575,449	17,292,327
Current assets	345,396	243,796
Non current assets	3,477	3,852
Total assets	18,924,322	17,539,975
Liabilities		
Tax payable	92,319	64,291
Benefits payable	25,736	21,278
Other liabilities	67,540	60,077
Total liabilities	185,595	145,646
NET ASSETS AVAILABLE TO PAY BENEFITS	18,738,727	17,394,329
Represented by:		
Members' funds		
Growth (Cbus Choice)	16,519,581	15,672,606
High Growth	646,796	681,205
Capital Guaranteed	-	221,705
Conservative	414,209	261,207
Cbus Super Income Stream	451,317	338,437
Cash Savings	615,193	130,314
Total members' funds	18,647,096	17,305,474
Group life administration fund	54,874	59,923
	36,757	28,932
Contingency fund		

\$0.5 billion

The Cbus Super Income Stream has increased to \$0.5 billion (FY11 \$0.3 billion).

Total Revenue \$2.9 billion

Total Revenue of \$2.9 billion comprises \$2.5 billion of contributions.

	2012 \$ '000	2011 \$ '000
OPERATING STATEMENT FOR THE YEAR ENDED 30 J	UNE 2012	
Revenue		
Contributions by employers	2,023,350	1,821,467
Contributions by members	125,800	137,251
Transfers from other funds	378,166	1,116,329
Investment income (net of investment expenses)	264,176	1,293,094
Proceeds on insurance claims	140,590	132,202
Other revenue	2,710	1,426
Total revenue	2,934,792	4,501,769
Expenditure		
Administration and management costs	77,647	71,910
Insurance costs	172,917	148,025
Taxation expense	213,234	246,420
Total expenditure	463,798	466,355
Benefits accrued after tax	2,470,994	4,035,414
Movement in liability for accrued benefits		
Accrued benefits at the start of the year	17,394,329	14,252,643
Benefits accrued after tax	2,470,994	4,035,414
Benefits paid and payable	(1,126,596)	(893,728)
ACCRUED BENEFITS AT THE END OF THE YEAR	18,738,727	17,394,329

Eligible Rollover Fund

Cbus may transfer accounts to an eligible rollover fund if no contributions have been received for 12 months; and the account balance is less than \$1000. As a result, any insurance cover will cease and you may be charged fees by AUSfund (the ERF chosen by Cbus). During 2011/12, no accounts were transferred. Cbus' ERF is AUSfund (Australia's Unclaimed Super Fund), ABN 17 006 883 227.

AUSfund's contact details are:

PO Box 2468 Kent Town SA 5071 Or call 1300 361 798

Temporary resident's benefits transferred to the ATO

If a former temporary resident employee has left Australia and their visa has expired or been cancelled Cbus is required to pay their benefit to the ATO if it has not been claimed from the fund within six months of departure. Visit www.ato.gov.au for more information about superannuation for temporary residents.

Cbus relies on ASIC's relief in that we are not obliged to notify or give an exit statement to a non-resident in the above circumstances however it is available on request.

Financial Statement Inputs

Independent and internal reviews are completed to support the Financial Statements.

Inputs into the Financial Statement process

There are several different inputs that support the completeness and accuracy of the Financial Statements. These include the following.

Existence and valuations of investments

An independent audit of the Fund's investments held in the name of the Custodian and reflected in the Statement of Financial Position and Notes to the Financial Statements is completed.

Investment administration controls

An independent audit of the internal controls and procedures the Custodian has over custody, investment administration, unit registry and related information technology services is completed. The internal controls and procedures audited support investment-related information reflected in the Financial Statements and Notes to the Financial Statements.

Member administration controls

An independent audit of the internal controls and procedures the administrator has over superannuation member administration is completed. The internal controls and procedures audited support information reflected in the Financial Statements and Notes to the Financial Statements.

Tax review

A tax review over the key tax numbers in the Statement of Financial Position and Operating Statement is completed by the Cbus' Internal Tax Specialist in conjunction with its External Auditor to provide assurance over these numbers. In-house tax expertise assists in maintaining comprehensive tax management and accuracy of tax expense within the Fund.

External audit clearance

The Fund's External Auditor conducts an independent audit of the Financial Statements and Notes to the Financial Statements to provide an opinion as to whether the Financial Statements are presented fairly.

Internal Audit

The Fund's Internal Auditor completes reviews of internal controls and procedures over key Fund transactions that are represented in the Financial Statements and Notes to the Financial Statements.

Management representation letter

The Fund's Chief Executive Officer and Executive Manager, Finance, provide a letter to Fund directors confirming their responsibility in ensuring that the Financial Statements are fairly presented.



Members' Funds and Reserves

The majority of the Fund's net assets support members' funds, with the balance supporting the group life and contingency funds.

Members' funds

Members' funds represent benefits accrued to members at 30 June 2012.

0.5% contingency

Chus targets a contingency fund of no more than 0.5% of total Fund assets.

Group life administration fund

All insurance contributions deducted from insured members plus any profit share rebate received from the insurer is paid into the group life administration fund.

From this Cbus:

- 1. Pays the insurer (Hannover) its premiums
- 2. Pays the costs to administer insurance and claims (Superpartners)
- Funds its insurance claims reduction strategies aimed at generating a long-term improvement in the claims ratio
- Funds development and implementation costs associated with the delivery of improved insurance offerings
- Pays for insurance consulting services (Industry Fund Services Insurance Broking).

Any surplus is retained within the Fund.

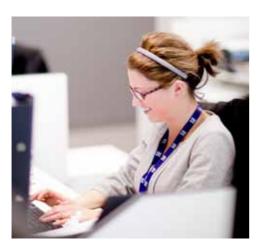
Contingency fund

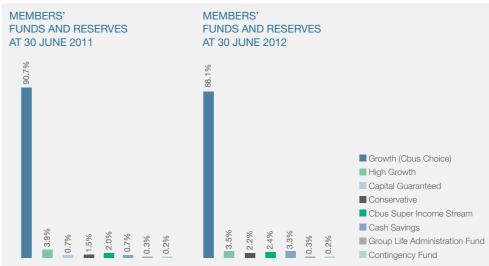
The contingency fund is used to cover unforeseen or unrecouped costs in relation to the running of the Fund. Cbus targets a contingency fund of no more than 0.5% of total Fund assets.

It is managed in accordance with the Cbus investment strategy.

The table below details the contingency fund as at 30 June for the past five years.

Year	\$ '000	% of fund assets
2008	35,314	0.3%
2009	24,307	0.2%
2010	33,431	0.2%
2011	28,932	0.2%
2012	36,757	0.2%





Tax

Cbus utilises in-house tax resources along with external tax expertise to manage its tax risks and obligations.

After-tax management

Cbus has undertaken a significant project to enhance its management of investment returns on an after-tax basis. This is important for members as their retirement outcomes are dependent upon the returns Cbus achieves after the payment of tax.

From 1 July 2012 Cbus introduced benchmarks for its Australian equities investment managers that take into account the tax benefit of franking credits. A six-month trial period is in operation to allow the managers time to adjust to the new benchmarks and to iron out any bugs in the performance calculations, before the managers commence being assessed against the new benchmarks. This new approach will take into account the 45-day rule where the tax benefit of franking credits are lost if a parcel of shares is not held for 45 days and Cbus will separately monitor sales of shares held for less than 12 months from a capital gains tax perspective.

Cbus will also look to include the tax effect of capital gains and losses in its benchmarks further down the track, once it gets closer to attaining a net capital gains position.

At 30 June 2012, Cbus has approximately \$1.2 billion of realised and unrealised net capital losses.

Significant tax issues

1. Reduction in the GST credit

As a result of new GST regulations, from 1 July 2012 Cbus will only receive the benefit of 55% of any GST payable on services provided to it by United Super Pty Ltd (the Trustee) rather than 75%. However, Cbus will obtain the benefit of 55% of GST payable on a number of other services acquired from other suppliers where prior to 1 July 2012 it was not able to claim back any GST. Accordingly, Cbus has made a number of system changes to ensure that any GST claimed in respect of services acquired from 1 July 2012 is correct.

2. Foreign Accounts Tax Compliance Act (FATCA)

The United States Government has enacted law that will require certain foreign financial institutions to report information to the US Internal Revenue Service about their US account holders or potentially have US tax withheld at the rate of 35% on any income or capital proceeds from their US investments. Based on draft US regulations issued to date, Cbus and other large Australian superannuation funds will be subject to these extremely onerous requirements, although significant industry lobbying is being undertaken to try to have Australian superannuation funds exempted. Cbus is monitoring any developments and will take appropriate action to minimise any impact on its US investments.







Service Provider Listing

Our service providers are fundamental in helping us obtain the best outcomes for our members.

Fund administrator	Superpartners Pty Ltd
Archiving of Trustee files	WaiveStar Group Pty Ltd
Warehousing of publications	Bluestar
Advisory services	Milliman Consulting
	Rice Warner
	Ernst & Young
	Right Lane
	KPMG
	Deloitte
Custodian	National Australia Bank
Tax adviser	Ernst & Young
	KPMG
Insurer	Hannover Life Re
Insurance consulting services	IFS Insurance Broking Pty Ltd
Arrears collection agent	Industry Funds Credit Control Pty Ltd
Asset consultant	Frontier Advisors Pty Ltd
Legal advisers	IFS Legal
	Holding Redlich
	DLA Piper
	Madgwicks Lawyers
	Maddocks Lawyers
Professional indemnity insurer	Chubb
Auditor (internal)	KPMG
Auditor (External)	PwC
Administrator quality review auditor	Ernst & Young
Payroll	Symarco Pty Ltd / Frontier Software Pty Ltd
Leadership development programs	FBG Group
Member research and advice	Forethought Research
Ongoing technical support and hosting of Cbus website	Squiz.net
Advertising and marketing services	The Shannon Company Pty Ltd
	Essential Media Communications Pty Ltd
Design and marketing services	Salt Marketing Pty Ltd





More information?

Call our Service Centre on 1300 361 784 Monday to Friday, 8am – 8pm (EST) Visit **www.cbussuper.com.au** or write to Locked Bag 999, Carlton South, Victoria 3053

Copies of this Annual Report can be downloaded at www.cbussuper.com.au/AnnualReport

Past performance is not a reliable indicator of future performance. All care has been taken to ensure that the information contained herein is correct, but neither the Trustee nor its advisers accept responsibility for the content, any error or misprint, or for any person who acts on this information.

Any advice is of a general nature and does not take into account your specific needs. You should consider your own financial position, objectives and requirements before making any financial decisions. You should read the appropriate Product Disclosure Statement (PDS) to decide whether Cbus is right for you. Call Cbus on 1300 361 784 or visit www.cbussuper.com.au for a copy. The Cbus Annual Report is issued by United Super Pty Ltd ABN 46 006 261 623 AFSL 233792 as Trustee for Cbus ABN 75 493 363 262.