

Finance & Sustainability Committee Charter

1. Introduction

This Finance & Sustainability Committee Charter has been approved by the auDA Board (The Board). It sets out the procedures and responsibilities of the Finance & Sustainability Committee (the **Committee**) and is consistent with rule 8.3 ('Terms of delegation') and 8.4 ('Proceedings of committees') of the auDA's Constitution. It also supports the work of the auDA Foundation Pty Ltd Board.

2. Purpose

The Committee provides oversight and advice to assist the Boards to fulfill their responsibilities on matters relating to business sustainability goals, financial management and performance, investment, internal audit reviews and external reporting.

3. Composition

- 3.1 The Committee will comprise at least three (3), but not more than five (5) Board Directors.
- 3.2 The Chair of the auDA Board will be an Ex Officio member of the Committee.
- 3.3 The Chair of the Committee:
 - a) Must be appointed by the Board
 - b) Must not be the Chair of the auDA Board or Foundation Board.
- 3.4 The Board will review the membership of the Committee at least once every two (2) years, or as necessary when vacancies arise from time to time.

4. Responsibilities

The Committee's role is responsible for the following activities and other actions related to the Committee's purposes as may be assigned by the Board from time to time:

- 4.1 Internal Controls



a) Regularly review and where appropriate recommend to the Board, other Board Committees amendments to auDA's internal policies and controls relating to business sustainability and financial management including:

- Delegations Policy (with the Governance & Culture Committee)
- Purchasing Policy
- Investment Policy
- Expenses Reimbursement and Travel Policy
- Sustainability Framework and Guidelines
- Bank signatories
- Any policy which has a financial or sustainability implications which is overseen by the Board or other Board Committees (e.g Risk, Remuneration)

4.2 Financial Performance

- a) Monitor the integrity of auDA's financial reporting system, ensuring adherence to the approved policies and controls relating to financial management
- b) Oversee the financial management of auDA, including reviewing interim and full financial statements before submission to the Audit Committee
- c) Regularly review systems that support auDA's financial operations ensuring they are fit for purpose

4.3 Investment Performance

- a) Review auDA's investment performance, including statements of accounts and ensuring adherence to internal policies and controls relating to investments
- b) Make recommendations to the auDA Boards on the appointment, reappointment, removal and remuneration of third-party investment manager(s)
- c) Monitor third party investment manager performance
- d) Make recommendations to the auDA Boards on investment strategies.

4.4 Sustainability

- a) Develop Sustainability Framework and Guidelines with reference to:
- Sustainability of business operations
 - Investment management
 - Environmental considerations
- b) Regularly review the Sustainability Framework and Guidelines, once established
- c) Review risks and opportunities relating to ESG including:
- Those relating to annual reporting on performance
 - Quality and reliability of all disclosures
 - Preparedness for and compliance with developing regulations in respect of relating to ESG



- d) Make recommendations to the auDA Boards on the matters listed in 4.4 a) above.

4.5 Reporting

- a) Development of a comprehensive *Reporting Strategy* setting out the documents that comprise the *corporate reports portfolio*
- b) Review draft statutory accounts and monitor any remedial action required by the Audit Committee
- c) Review draft Integrated Report and provide advice to the Board on its adoption
- d) Consider accounting issues of relevance to auDA's affairs and advise the Audit Committee as required.

4.6 Other

- a) Liaise with the Security & Risk Committee, to monitor and manage key risks relating to financial, audit and investment matters for incorporation into the auDA Enterprise Risk Register, including compliance with the regulatory requirements of ASIC, the ATO and the ACNC
- b) On request from the Governance & Culture Committee, provide input on financial, regulatory risk and tax aspects of remuneration, employment and employee expense reimbursement policies
- c) On request from the Public Benefit Committee provide advice on the funding and sustainability of proposed programs.

5. Terms

- 5.1 The Committee members shall be subject to the terms applicable under the Constitution of the Company.

6. Meetings of the committee

- 6.1 The Committee is expected to meet four (4) times per year, or as necessary to fulfil its role.
- 6.2 The quorum is any two (2) members of the Committee.
- 6.3 The Committee may invite any person to attend all or part of a meeting of the Committee. Other Directors may attend Committee meetings. The Chief Executive Officer, Chief Financial Officer or other senior managers of the Company may be invited to attend as required.
- 6.4 Notice will be given to every member of the Committee of every meeting of the Committee, at the member's advised email address for service of notice (or such other pre-notified interim address where relevant).



- 6.5 Committee papers will be distributed no later than seven (7) days prior to a meeting. Any papers distributed outside of this timeline will be at the Chair's discretion.
- 6.6 The Company Secretary will attend and provide support to all Committee meetings.
- 6.7 The Company Secretary will prepare minutes of the Committee meeting, which will be approved by the Chair of the Committee and circulated to members.
- 6.8 The Committee minutes will be confirmed at the next meeting.

7. Administrative and operational support

- 7.1 The Company will provide administrative and operational support necessary for the Committee to carry out its responsibilities.
- 7.2 All records, including the agenda and any reports or recommendations will be kept by the Company Secretary.
- 7.3 The Committee is entitled to rely on employees of the Company or professional advisers or consultants engaged by auDA where:
 - a) required to obtain a full appreciation of relevant issues
 - b) there are reasonable grounds to believe that the employee, adviser or consultant is reliable and competent
 - c) the reliance was made in good faith and after making an independent assessment of the information.
- 7.4 The Committee may initiate special investigations and reports as it deems appropriate or as directed by the Boards, in relation to matters contained in this Charter.
- 7.5 The Committee may obtain independent expert advice to assist in the discharge of its duties and obligations, with such reasonable costs to be borne by auDA in alignment with the Company's Delegations Policy.

8. Review

- 8.1 This Charter has been endorsed by the Committee and approved by the Board.
- 8.2 The Committee will review its Charter at least once every two (2) years and make recommendations to the Board as to any changes it considers should be made.



- 8.3 The Charter may be amended by resolution of the Board provided that any changes that would be inconsistent with the Company's Constitution will require approval of the Company in general meetings to approve changes to the Company's Constitution.
- 8.4 The Committee will undertake periodic self-assessments of performance.
- 8.5 The Board will review the Committee's performance at least once every two (2) years.

9. Remuneration

- 9.1 Committee Members are entitled to reasonable expenses (including travelling and accommodation) incurred in carrying out duties as a Committee Member, in line with auDA's policies.
- 9.2 Each Committee Member is remunerated as part of their Remuneration as a director, with the exception of the Chairperson, who is entitled to an additional annual fee (inclusive of superannuation) as determined by Board.

10. Version Control

Next Review: March 2025

Version	Change	Approval	Date
1	Original	Board	18 October 2019
2	Update	Board	April 2020
3	New branding and streamlining	Board	30 March 2021
4	New committee structure	Board	12 April 2023