

YWCA Australia

B008 Committee Charter Schedule B – standard committee terms

1. ESTABLISHMENT

The YWCA Group (the Group) consists of YWCA Australia and its subsidiaries YWCA Housing and YWCA National Housing. The Board of YWCA Australia (the Company) and the boards of each of its subsidiaries, YWCA National Housing and YWCA Housing have agreed to delegate certain responsibilities to board established committees. The roles, responsibilities and authorities of board established Committees are set out in the relevant Committee Charter, Schedule A.

The standard terms of the Committees are set out in this document, Schedule B: Standard Committee Terms.

This Schedule should be read in conjunction with the Charter of each YWCA company board, and each YWCA company constitution. Nothing in this charter limits any powers or responsibilities of the boards.

References to Chair refer to the chair of the Committee unless otherwise stated.

2. PURPOSE OF THE COMMITTEE

- 2.1** Committee purpose and responsibilities are outlined in Schedule A, Items 3 and 4 respectively.

3. POWERS AND AUTHORITY OF THE COMMITTEE

3.1 Delegated Powers

The Committee is a committee of the boards. It is authorised to exercise only those powers expressly delegated to it from time to time in this charter. The Committee must exercise the powers delegated to it in accordance with any directions, strategies, objectives or policies of the relevant Board. Where a delegation from one board contradicts or interferes with the delegation from another board, the matter will be referred back to the parent Company Board for consideration.

3.2 Authority

As outlined in Schedule A, Item 5.

3.3 Functions of the Committee

The Committee:

- (a) is not required to personally conduct studies or reviews; and
- (b) is entitled to rely on employees of the Company or professional advisers or consultants engaged by the Company where:
 - (i) there are reasonable grounds to believe that the employee, adviser or consultant is reliable and competent; and
 - (ii) the reliance was made in good faith and after making an independent assessment of the information.

3.4 Access to Independent Advice

The Committee, subject to relevant company board approval, may obtain reasonable independent professional advice to assist it in the proper exercise of its powers and responsibilities, with the cost to be borne by the relevant company. The sourcing of the advice must follow the Group's procurement processes.

4. COMPOSITION OF THE COMMITTEE

4.1 Membership

- (a) Membership of the Committee does not confer or imply employment by the Company.
- (b) All members of the Committee will be appointed by a resolution from the boards of each YWCA Company, including external members required to ensure the appropriate skills mix is met.
- (c) The Committee will consist of the members as outlined in Schedule A, Item 2.
- (d) External members will have the same rights and responsibilities within the Committee and on Committee business as directors, with the exception of those duties and responsibilities of directors which are set out in the Corporations Act and company constitutions.
- (e) The skills mix of the members of the Committee should reflect the nature of the Committee's activities. Each Group board will be consulted on the required skills for each Committee and representatives of each board, as well as the Committee, will be invited to participate in recruitment.

4.2 Committee Chair

- (a) A sub-committee, comprising representatives of each Group board, shall nominate an appropriate individual as Chair of the Committee. The Committee Chair will be appointed by a resolution from the boards of each YWCA Company. In the absence of the Chair, the Committee may determine another Committee member as Chair for that meeting. The Committee Chair must be an external member (i.e has not served as an executive or non-executive of the Group within the 12 months prior to appointment) and must not be the YWCA Australia President.
- (b) The Committee Chair is paid a stipend for each meeting he/she chairs. The stipend is determined by the Board and reviewed each year.
- (c) The Chair shall preside over the meetings of the Committee and will schedule the appropriate number of meetings.
- (d) The YWCA Australia Board, with the support of the boards of YWCA Housing and YWCA National Housing, may remove the Committee Chair at any time. The Chair's contract will include a clause stating that there is no requirement to pay out their contract where the individual has been removed.

4.3 Conflicts of Interest

- (a) Committee members are required to comply with the Group's Conflict of Interest Policy and Procedure, which will be provided to them upon appointment.

4.4 Tenure of Members

- (a) The term of the members will coincide with their terms on the Board, unless the Board determines otherwise.

- (b) Subject to annual confirmation by the Board, the term of members of the Committee, who are directors and have been co-opted under the terms of this Charter, will be two years or such earlier period as the Board may determine from time to time.
- (c) The term of external members will be two years from the date of first appointment;
- (d) The term of Committee Chairs will be one year from the date of first appointment.
- (e) Committee composition will be reviewed annually to ensure the Committee continues to operate effectively and is in compliance with the Constitution and relevant Charter.

4.5 Termination of Members

A person shall cease to be a member of the Committee if that person:

- fails to attend two consecutive Committee meetings without the consent of the Chair of the Committee;
- resigns by notice in writing to the YWCA Company Secretary and President;
- retires pursuant to clause 4.4 above and is not re-elected or re-appointed;
- ceases to be a director of the Company (this does not apply to external members);
- becomes an insolvent under administration; or
- becomes of unsound mind or a person whose property is liable to be dealt with pursuant to a law about mental health.

4.6 Reimbursement of reasonable expenses

Any reasonable travel, accommodation or out of pocket expenses incurred by Committee members in attending Committee meetings shall be met in accordance with Article 45(f) of the Constitution and in accordance the relevant company policies.

External member Committee Chairs will be paid a stipend, as approved by the YWCA Australia Board from time to time.

4.7 Committee Secretary and Information

The Committee Secretary will be the YWCA Australia Company Secretary or their nominated delegate.

All Committee requests for information must be reasonable and be made in writing from the Committee Chair to the Committee Secretary. The information where available will be provided within 14 working days.

4.8 Code of Conduct

The members of the Committee, including the Committee Secretary, will comply with the Company's applicable Code of Conduct as amended from time to time.

5. MEETINGS OF THE COMMITTEE

5.1 Holding of meetings

- (a) Subject to paragraph (c), the Committee will meet as outlined in Schedule A, Item 6.
- (b) Meetings will be via telephone or video conference (if available) as considered appropriate by the Committee Chair. The YWCA Australia President may approve face to face meetings at their discretion and subject to budget considerations.
- (c) The Committee Chair may call an unscheduled meeting if approved by YWCA Australia President.

5.2 Quorum

A simple majority of appointed members of the Committee, present in person or by using any technology, shall constitute a quorum. The quorum must be present at all times during the meeting except where a member is required to leave the meeting due to a conflict of interest.

5.3 Attendance at meetings

- (a) The Committee Members are all required to attend the meetings unless apologies have been provided in advance to the Committee Secretary.
- (b) The YWCA Australia Senior Management team as outlined in Schedule A, Item 7 can attend meetings. Senior Management attend the meetings in the capacity of advisors only. All decisions and recommendations made by the Committee must have independence of mind by the Members.

5.4 Committee papers

Unless directed by the Committee Chair, the Committee Secretary shall distribute in advance of a meeting of the Committee an agenda and any related papers to:

- each member of the Committee;
- YWCA Senior Management as outlined in Schedule A, Item 7.

Any Director of YWCA Australia, or its subsidiaries YWCA National Housing and YWCA Housing may request copies of committee papers. Requests should be made through the Committee Chair. Where a matter is confidential to a certain company, the Chair of the Board of that company and/or the CEO will be consulted prior to release of the paper.

5.5 Committee minutes

- (a) The Committee Secretary shall prepare minutes of meetings and have them approved by the Committee Chair. Extracts of the minutes in relation to the subsidiary will be provided to each individual subsidiary entity. If there was no business for a subsidiary entity, no extract will be provided.
- (b) The Committee Secretary will ensure final Committee minutes have been approved within four weeks of the meeting. Further detail around the procedure for minutes may be found in the YWCA Australia Board and Committee Meeting Protocol.

5.6 Written Resolutions for Recommendations

Apart from passing resolutions at actual Committee meetings, the Committee may also pass Written Resolutions. The resolution must provide the outcome of the vote including: For/Against/Abstained.

For clarification these are resolutions only for recommendations and are not binding on any YWCA board. The recommendations must highlight which company the recommendation is in regard to.

6. COMMITTEE REVIEW

The Committee shall review its charter and performance by the date outlined in Schedule A, Item 9. Recommendations will be submitted to the YWCA Australia Board and each of the subsidiary boards will be consulted.

7. REPORTING TO THE BOARD

- (a) Approved Committee Minutes of each meeting shall be submitted by the Company Secretary to the next available Board meeting for noting. The Company Secretary will submit the subsidiary extracts at the next available board meetings of the relevant subsidiary for noting.

- (b) Where approved Committee minutes provide for Board recommendations, the Lead, as outlined in Schedule A, Item 8 will table the required paper at the next available Board Meeting. Recommendation items specifically for a subsidiary will not be discussed by the Board and are for noting only.
- (c) For avoidance of doubt, the Board has the power and discretion to accept or reject any recommendation made by the Committee.

8. CONFIDENTIALITY

Unless otherwise required by law or the Constitution, the members of the Committee and any Company staff who attend the meeting are required to keep Committee discussions, committee papers and deliberations confidential.

9. INCONSISTENCY WITH CONSTITUTION

This charter may be amended by the YWCA Australia Board, with support from the subsidiary boards, from time to time subject to the requirements of the YWCA Australia Constitution, the constitutions of either of its subsidiaries and the law. Whilst this charter does not form part of the Constitution of any YWCA entity, this charter (as in force from time to time) is nevertheless binding on the Committee and each of the Committee members.

To the extent there is any inconsistency between this charter and the Constitution, the Constitution of YWCA Australia will prevail.

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| Last approved by the Board: | 24 June 2019 |
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