

POL-10 YWCA Australia Finance, Audit, Risk Committee Charter



Introduction

The Finance, Audit and Risk (FAR) Committee is established as a Board sub-committee under clause 46 of the Constitution of YWCA Australia (YA) and under clause 20 of the Constitutions of YWCA Housing (YH) and YWCA National Housing (YNH) and the associated YWCA Special Purpose Vehicles (SPVs). Collectively, this is referred to as the YWCA Group.

1. Purpose

The Committee assists the Boards to discharge their duties in relation to:

- monitoring the financial performance of the YWCA Group
- overseeing and monitoring of the financial management systems of the YWCA Group including the financial audit;
- overseeing and monitoring property investment strategy and project governance of the YWCA Group; and
- monitoring risk management by the YWCA Group.

2. Responsibilities

Finance

- Ensure appropriate financial management policies, procedures and practices are in place and regularly reviewed, including the application of accounting policies and financial delegations.
- Ensure an ethical culture of financial reporting, transparency and accountability is in place.
- Monitor actual financial performance against the annual budgets/re-forecasts.
- Oversee the development of, and make recommendations to the Boards in respect of, the annual financial budget including financial ratios and the capital expenditure budget.
- Review and make recommendations to the Boards on fair valuation of property assets of the YWCA Group as per the accounting standards.
- Oversee and monitor the implementation of the financial investment strategy of the YWCA Group and advise the Board as appropriate.
- Make recommendations to the Boards on establishing new or making material changes to the existing business loan facilities.
- Advise on any other financial matters referred by the Boards to the Committee.

Audit

- Review, and make recommendations to the Boards in relation to, the annual financial statements of the YWCA Group.
- Review and make recommendations to the Boards in relation to the mandatory climate disclosure statements.
- Review any recommendations from the External Auditor relating to the conduct of the annual audit and review, and monitor the completion of, the actions proposed by management to address any issues raised in the audit report.

- Approve the annual external audit plan and ascertain the extent to which the planned audit scope can be relied upon to detect (and assess the maturity of the) risk to the business, weaknesses in internal controls, fraud or illegal acts.
- Review the performance of the External Auditor and make recommendations to the Boards in relation to remuneration, appointment or termination.
- Review the independence of the External Auditor.

Risk:

- Ensure the Group has an appropriate risk management framework for the effective identification, assessment, reporting and management of risks and undertake periodic review of the framework and Group Risk Register.
- Review the effectiveness of the Group's systems for monitoring compliance with laws, regulations and any actions taken by management in the event of non-compliance.
- Assess the adequacy and effectiveness of internal controls.
- Oversee the implementation of the annual insurance program.
- Oversee YWCA Group climate and ESG risks, including climate-related risk disclosures.

Property Assets:

- Oversee the implementation of the property investment strategy of the YWCA Group and advise the Boards as appropriate.
- Oversee the governance and delivery of property development projects, monitoring specifically individual property development project milestones, budgets and material risks.
- In accordance with the approved YWCA Australia Board Delegations Policy, review and approve the terms and conditions and make recommendations to the Boards for establishing loan facilities including mezzanine debt and/or other debt financing products if required for property development projects.

General:

- Perform and undertake any other task as may be delegated by the Boards from time to time.

3. Membership

- The Committee comprises at least 3 members and must reasonably ensure that at least 1 Committee member is a Young Woman.
- External (non-YWCA directors) members may be appointed to the Committee although a majority of members must be YWCA directors.

4. Election and Appointment

The Board will appoint Committee members and, in making such appointments, will take into account the need to appoint persons with finance and risk management skills and experience and YWCA's commitment to providing opportunities for Young Women.

5. Chair

- The Committee Chair must be a person who has not served as an executive or director of the YWCA Group and will be appointed by the Boards.

- In the absence of the Chair, the Committee may determine another Committee member as Chair for a particular meeting.
- The Committee Chair is paid a stipend for each meeting they chair. The stipend is determined by the Board from time to time.
- The Chair or their delegate shall attend the Board meeting to speak to the Committee's recommendation in relation to the annual financial statements.

6. Meetings

- The Committee will meet at least four times per year or more frequently if required.
- Meetings may be held by video or in person.
- A simple majority of members will constitute a quorum.
- YWCA staff and such other persons, including the External Auditor, should attend Committee meetings if requested by the Committee Chair.
- The agenda and Committee papers will be prepared and circulated at least 5 calendar days in advance of the meeting unless agreed otherwise with the Chair.
- Any YWCA director or board trainee may attend Committee meetings but will not have the right to vote.

7. Reporting

- Minutes of each Committee meeting will be provided to the Boards at their meeting following the Committee meeting.
- The Committee Chair or their delegate will advise the Board of any significant matters arising out of the Committee meeting.

8. Access to Information and Advisers

- The Committee is authorised to require management to provide any information the Committee requires to discharge its responsibilities.
- The Committee is authorised to obtain external professional advice (with the consent of the Board Chair) if it considers this necessary.

9. Secretary

- The YA Company Secretary will be the secretary to the Committee.
- The YA Company Secretary or their nominee will attend all Committee meetings.
- The YA Company Secretary will be responsible for the preparation of meeting agendas (in consultation with the Chair), the despatch of the meeting agenda and papers to Committee members, the preparation of meeting minutes and the filing of the signed minutes.

10. Review

- The Committee will review its Charter every two years and recommend changes, if any, to the Boards for approval.
- The Committee will review its performance and compliance with this Charter annually and report its findings to the Board.

| Document Control Data | |
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| FAR Committee Charter | |
| Responsible Body | Finance, Audit and Risk Committee |
| Accountable Officer | Company Secretary |

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| Application | Finance, Audit and Risk Committee YWCA Board Executive Team |
| Supersedes | FAR Committee Charter Schedule A Committee Charter Standard Terms Schedule B |
| Associated documents | YWCA Australia Constitution YWCA National Housing Constitution YWCA Housing Constitution YWCA Board Charter Various YWCA governance policies |
| Legislation | N/A |

| Approval and Amendment history | | | | |
|---------------------------------------|-----------------------|----------------|---|--------------------|
| Review period – 2 years | | | | |
| Approval date | Effective Date | Version | Amendments | Next review |
| 22/02/2021 | 22/02/2021 | 2.0 | Replaced previous version. | Feb 2023 |
| Apr 2022 | April 2022 | 3.0 | Alignment to financial delegation table and inclusion of Property Development Governance | April 2024 |
| 18/04/2024 | 18/04/2024 | 4.0 | Non-material changes | April 2026 |
| 23/04/2026 | 23/04/2026 | 5.0 | Further alignment to financial delegations relating to debt facilities, other minor amendments. | April 2028 |