



HEREFORDS
Australia

Herefords Australia Finance, Audit and Risk Committee Charter

Role, Purpose, and Responsibilities

- Ensuring the adequacy and integrity of the company's financial reporting systems.
- Monitoring and evaluating the adequacy of internal accounting controls.
- Reviewing and agreeing on the audit plan and overseeing the appointment, performance, and independence of the external auditor.
- Making recommendations to the Board to improve the risk management framework;
- Monitoring the significant risks of the organisation including the effective operation of risk mitigation strategies;
- Contributing to the identification and evaluation of risks facing the organisation

Composition

- The Committee comprises of a chair, secretariat, and a minimum of 3 (maximum of 6) committee members.
- The Committee members must be current members of the Herefords Australia Board
- The Chair should be a non-executive director of the Board, ensuring good governance and a line of sight between Board and Committee.

Appointment and term

- The position of Chair will be reviewed annually (in line with current Board protocol)
- The Committee Secretariat will be a senior member of HAL staff, with secretariat duties forming part of the employee's position description
- Committee members will be chosen by the Board with a term of 1 year

Roles and Responsibilities

- Committee chair:
 - Responsible for setting the agenda (with support of secretariat).
 - Ensuring the business of the meeting is dealt with effectively and efficiently.
 - Ensuring committee advice and recommendations are consistent with the company's purpose and values and are for the best interests of the company;
 - Encouraging participation in deliberations by all committee members so that the benefit of each member's perspectives and contribution can be shared and considered;

- Setting standards of behaviour and engagement at committee meetings and discouraging behaviour inconsistent with those standards;
- Maintaining the meeting's focus on the agenda and other priority matters.
- Keeping the meeting's focus on the subject matter to hand

Committee secretariat:

- Responsible for working with Chair to set meeting agenda.
- Setting up meeting (virtual or physical).
- Managing committee processes – includes preparation of committee papers and circulation of agendas, preparation and circulation of meeting minutes, preparation of discussion papers, proposals for the committee.
- Supporting chair - as required - to ensure smooth functioning of meetings; may include timekeeper support; reiterating key points or items to be advised or recommended to the Board

Committee members:

- Responsible to undertake any necessary preparation prior to the meeting;
- To keep an open mind.
- To listen to the opinions of others.
- To participate.
- To ask questions to clarify understanding.
- After the meeting, to undertake any agreed action and brief others as appropriate.

Access to Information and advice:

- The Committee may obtain information on request through HAL staff as it considers necessary for the performance of its role and responsibilities.
- The Committee may obtain such other information and advice as it considers necessary for the performance of its role and responsibilities, subject to obtaining the prior approval of the HAL Board as to any costs to be incurred in obtaining that information or advice.

Committee meetings

- The Committee must meet at least ten times each year and more frequently as required.
- A quorum for Committee meetings will be at least 50% of the membership and the chairperson
- When formulating recommendations to the Board, the Committee will ensure that the views of all members will be sought and respected on the matters under review.

- The Committee will endeavour to make its decisions by consensus. If a consensus decision is not possible and a matter is voted on, a decision of the Committee will be effective if passed by a majority of those members present and voting on the matter.
- The Committee may meet in person or by telephone or other means of audio or audio-visual communication, or any combination of these.
- The Committee will arrange for minutes of its meetings to be prepared and will provide members with copies within two weeks of each meeting.
- The Board will be provided with copies of meeting minutes at the next available board meeting
- Agenda and briefing papers will be despatched at least 4 days prior to meetings. All substantive agenda items for each meeting must be accompanied by written papers.

Committee Review

- The Board may review the Committee charter from time to time to keep them up to date and consistent with the Committee's role and the advice and recommendations that may be provided by the Committee.