

## Public Benefit Program Committee Charter

### 1. Introduction

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

### 2. Purpose

The Committee provides advice and oversight to assist the Boards to fulfil their responsibilities on matters relating to auDA's Public Benefit Program, which comprises auDA Community Grants, Research and Development and other public benefit initiatives as requested by the Boards.

### 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:
  - Must be appointed by the Board
  - Must not be the Chair of the auDA Board or the 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 is responsible for the following activities and other actions related to the Committee's purpose as may be assigned by the Boards:



#### **4.1 Public Benefit Program**

- Ensure appropriate governance is in place so that auDA's Public Benefit Program is transparent and accountable.
- Oversee the development of the strategy, design and impact of auDA's Public Benefit Program.
- Oversee the development of relevant policies and risk management approaches.
- Oversee the implementation and evaluation of auDA's Public Benefit Program.
- Report to the Board on the effectiveness of auDA's Public Benefit Program.

##### **4.1.1 Community Grants**

Make recommendations to the Board annually on the:

- quantum of funding required
- priority focus areas
- appointments to the Independent Grant Review Panel
- funding recommendations of the Independent Grant Review Panel.

Report to the Board annually on the:

- impact and outcomes of the grants.

##### **4.1.2 Research and Development Initiatives**

Make recommendations to the Board annually on the:

- quantum of funding required
- research and development theme
- appointments to the Independent Research & Development Review Panel
- funding and partnership recommendations of the Independent Research & Development Review Panel.

Report to the Board on the:

- milestones and outcomes of the research and development projects underway.

#### **4.2 General Public Benefit**

- Review and make recommendation on other initiatives outside of auDA's core business that relate to Public Benefit, as required.



- Review and make recommendation on issues of relevance to the auDA Foundation's Trust Deed and advise the Boards as required.
- Liaise with the Security & Risk Committee, to identify, monitor and manage key risks relevant to the Public Benefit Program.
- Review and, where appropriate, recommend to the Board additions or amendments to related, relevant auDA Board policies.
- Use its influence and authority to assist in achieving positive outcomes.

## **5. Terms**

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

## **6. Meetings of the committee**

- 6.1** The Committee is expected to meet up to four (4) times per year, or as necessary to fulfil its role.
- 6.2** The quorum is any two (2) members of the Committee, when the Committee is comprised of three (3) Directors, and any three (3) members of the Committee, when the Committee is comprised of four (4) or five (5) Board Directors.
- 6.3** The Committee may invite any person to attend all or part of a meeting of the Committee. The Board Chairs and other Directors may attend Committee meetings, at their request. The Chief Executive Officer, Chief People & Culture Officer, Chief Financial Officer or other senior managers will be invited to attend as required in accordance with 7.4.
- 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 shall be approved by the Chair of the Committee and circulated to members.



**6.8** The Committee minutes shall be confirmed at the next meeting.

## **7. Administrative and operational support**

**7.1** auDA shall 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 auDA or professional advisers or consultants engaged by the auDA Board where:

- required to obtain a full appreciation of relevant issues
- there are reasonable grounds to believe that the employee, adviser or consultant is reliable and competent
- the reliance was made in good faith and after making an independent assessment of the information.

**7.4** auDA (through the CEO) will facilitate appropriate action under 6.3 above, when required and in accordance with relevant company policies.

**7.5** The Committee may initiate special investigations and reports, as it deems appropriate or as directed by either Board, in relation to matters contained in this Charter.

**7.6** The Committee may obtain independent expert advice to assist in the discharge of its duties and obligations, with such costs to be borne by auDA in alignment with auDA's Delegations Manual.

## **8. Review**

**8.1** This Charter has been endorsed by the Committee and approved by the Board.

**8.2** The Committee will review this 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 auDA's Constitution will require approval in general meeting to approve changes to auDA'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 policies.

**9.2** Each Committee Member is remunerated as part of their Remuneration as a director, with the exception of the Chair of the Committee, who is entitled to an additional annual fee (inclusive of superannuation) as determined by the Board.

## **10. Version control**

Next review: May 2025

<b>Version</b>	<b>Change</b>	<b>Approval</b>	<b>Date</b>
1	Original	Board	6 June 2023