



## Terms of Reference – Governance & Risk Committee

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### Purpose

The Governance & Risk Committee exists to establish and maintain the governance frameworks for Robogals and ensure all risks are adequately managed.

### Responsibilities

The Governance & Risk Committee is responsible for:

1. Ensuring that Robogals' legal structure, governing documents and other governance arrangements are appropriate for the organisation's needs, and compliant with all relevant laws and regulations
2. Identifying and evaluating risks
3. Putting risk mitigation strategies in place and monitoring their implementation
4. Ensuring that the organisation is adequately insured
5. Reviewing key risk management policies established by the Robogals Global Board and Management and make recommendations to the Board in relation to risk management policies; and
6. Receiving and reviewing reports from the Robogals Global Management regarding compliance with the approved risk management policies.

### Membership

The Governance & Risk Committee shall consist of a minimum of two (2) Directors.

The Directors on the Governance & Risk Committee can invite individuals external to Robogals to sit on the Committee.

The CEO shall generally attend meetings of the Committee.

The Committee or Committee Chair can invite other individuals to attend meetings as required.

### Appointment

The Robogals Global Board shall at their first meeting following the Annual General Meeting (AGM) in each year, determine the Directors who shall sit on the Committee until the following AGM. The Board may also appoint or remove Directors from the Committee at any time.

Other members of the Committee who are not Directors shall be appointed by the Directors on the Committee.

### Chair

The Governance & Risk Committee shall appoint a member of the Committee as Chair. The Committee Chair shall be a Director. The Chair is responsible for leading the Committee within its Terms of Reference and reporting to the Board, as agreed upon.

### Frequency and Quorum of Meetings

The Committee shall meet not less than three (3) times in each year. A quorum at each meeting shall be two (2) non-executive Directors.

### Record of Meetings

The Governance & Risk Committee shall ensure that an agreed written record of each of their meetings is made available to the Robogals Global Board.

### Authority

# Robogals Global Board



The Governance & Risk Committee has authority to:

- Investigate any matter brought to its attention; and
- Have direct access to any volunteer or contractor of Robogals Global or a subsidiary, and seek any information that it requires from any volunteer of Robogals Global or a subsidiary, in order to discharge its responsibilities.

## Powers

The Governance & Risk Committee has an advisory role to assist the Robogals Global Board and does not have any power to commit the Board to any recommendation or decision made by it except if it has express delegated authority from the Board.