



Robogals Global Board

Terms of Reference - Finance and Governance Committee

Date created:	26 May 2016
Date last modified:	25 July 2024
Date last approved by the Board:	25 July 2024

Purpose

The Finance and Governance Committee (**FGC**) is a sub-committee of the Robogals Ltds (**Robogals**, the **Company**) global board of directors (each a **Director**, and together, the **Board**), established to assist the Board to discharge its responsibilities. In particular, the FGC shall assist the Board by its oversight and review of:

- the integrity and reliability of information prepared for use by the Board, including financial information;
- the integrity of Robogals internal controls affecting the preparation and provision of that information in determining policies or for inclusion in the financial report; and
- the establishment and maintenance of the governance frameworks for Robogals and ensure risks are adequately managed.

The FGC is not responsible for the executive management of these functions. In performing its duties, the FGC shall maintain effective working relationships with the Board, management and external auditors.

Responsibilities

The FGC is responsible for the following matters.

Financial Reporting

- 1) Reviewing the annual financial reports and providing advice prior to their consideration by the Board.
- 2) Reviewing key accounting policies established by management and making recommendations to the Board in relation to accounting policies, or changes, or required changes, to the major accounting policies of Robogals.
- 3) Receiving and reviewing reports from management and the external auditors regarding compliance with approved accounting policies.
- 4) Monitoring the adequacy of financial information provided to the Board.

Auditor Independence and Performance

- 1) Assessing the plans of the external auditors, to ensure it covers higher-risk areas and provide material assurance regarding compliance with relevant laws and regulations as pertaining to the financial report.

- 2) Reviewing the extent to which the planned audit scope can be relied upon to detect weaknesses in internal control, fraud or other illegal acts.
- 3) Reviewing management letters containing material findings or recommendations raised by the external auditors and monitor the nature and timeliness of management action in response to findings.
- 4) Reviewing the extent to which the external auditors achieve their key performance indicators.
- 5) Liaising with the external auditors, including in the absence of all management, in relation to the preparation of the audited accounts of Robogals and other control issues.
- 6) Directly overseeing the external audit tender process.

The FGC shall review and confirm the independence of the external auditors. The auditor's independence is governed by the *Corporations Act 2001 (Cth)* and Australian Accounting Professional and Ethical Standards. The FGC shall obtain statements from the external auditors confirming their independence under these relevant legislative and professional requirements.

Integrity of Audit and Other Controls

- 1) Evaluating the adequacy and effectiveness of the internal financial and other controls used by Robogals to ensure the accuracy and integrity of all information provided to the Board and to others outside Robogals.
- 2) Where the FGC considers it necessary, enquiring into the resources, systems and controls of Robogals as they affect the audit, financial management, risk or compliance functions or the integrity of the systems and controls relating to those functions, and shall make any resulting recommendations to the Board.

Risk Generally

- 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 Board and management and making recommendations to the Board in relation to risk management policies.
- 6) Receiving and reviewing reports from the management regarding compliance with the approved risk management policies.

Membership

The FGC shall consist of a minimum of three (3) Directors. So far as is possible, it shall comprise a majority of non-executive Directors, and a majority of Directors who are independent.

The FGC shall comprise members who are financially literate, i.e. they must be able to read and understand financial statements.

The FGC shall have at least one member with financial expertise, i.e. is a qualified accountant or other financial professional with experience of financial and accounting matters.

The Directors who are also members of the FGC can invite individuals external to Robogals to sit on the FGC. The CEO and CFO shall generally attend meetings of the FGC.

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

Appointment

The Board may appoint or remove Directors from the FGC at any time.

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

Chair

The FGC shall appoint a member of the FGC as Chair. The FGC Chair shall be a Director. The Chair is responsible for leading the FGC within its Terms of Reference and reporting to the Board, as agreed upon. The Chair shall not be the Chair of the Board, and must be independent.

Frequency and Quorum of Meetings

The FGC shall meet at least quarterly face-to-face (or via Google Meets or equivalent) or more frequently as required. Special meetings may be called at the request of any FGC member or the external auditor.

Any Director who is not a member of the FGC shall have the right to attend meetings of the FGC as an observer.

A quorum to transact the affairs of the FGC is two (2) Directors.

Record of Meetings

The FGC shall ensure that an agreed written record of each of their meetings is made available to the Board.

Authority

The FGC has authority to:

- investigate any matter brought to its attention;
- have direct access to any Robogals records;
- have direct access to any volunteer or contractor of Robogals or a subsidiary, and seek any information that it requires from any volunteer of Robogals or a subsidiary, in order to discharge its responsibilities; and
- have direct access to independent auditors, tax and other financial advisors and external lawyers.

Powers

The FGC has an advisory role to assist the 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.