

Corporate Governance Committee Charter

Guide Dogs NSW/ACT Limited ABN 52 000 399 744 (**Company**) and its controlled entity (the Group)

Adopted by the Board on 26 October 2020

1 Committee Composition

The Committee must consist of:

- only non-executive Directors;
- a non-executive director as Chairman; and
- three members of the Board.

The Board may replace or appoint additional Committee members by resolution. Members may withdraw from membership by written notification to the Board.

The Chief Executive Officer (CEO) will be an ex-officio member of the Committee, and actively participate in Committee business without having voting rights or forming part of the quorum.

All other non-executive directors of the Board have a standing invitation to attend Committee meetings and access to Committee papers, subject to conflicts. The Company's executives may attend all or part of a meeting of the Committee at the invitation of the Committee Chair.

The Committee Chair may require the attendance of any officer or staff member of the Company at any meeting to address such matters as the Committee requires.

2 Role and responsibilities

The role and responsibilities of the Committee include:

- reviewing the Company's corporate governance framework and associated documents (including the Constitution, Board and Committee Charters and related policies and procedures) as deemed necessary to ensure they remain relevant to the Company both internally and within the context of its responsibilities to its stakeholders, and making recommendations to the Board regarding changes or any other requirements;
- overseeing and advising the Board on subcommittee composition, roles and responsibilities (including authority to delegate to subcommittees);
- evaluating the performance reviews of all subcommittees at least once every three years;
- considering and determining issues relating to the independence of directors and possible conflicts of interest for directors;
- overseeing Board performance reviews and actions arising, and the maintenance of an appropriate Board skills matrix, as directed by the Board;
- overseeing the induction of new directors; and

- such other matters referred to the Committee by the Board, the Board Chair or any other subcommittee.

3 Rights of access and authority

The Committee has unrestricted access to information it considers relevant to its responsibilities. The Committee has rights of access to management and to auditors (external and internal) without management present, and rights to seek explanations and additional information from both management and auditors.

4 Review of Charter

The Committee will, periodically and at least once every three years, review the membership and Charter of the Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.

5 Administrative matters and procedures

5.1 Meetings

The Committee will meet as often as the Committee members deem necessary in order to fulfil their role, but at least once a year. A meeting does not need to be physical and can take place by video conference or such other means as the Committee determines.

5.2 Quorum

The quorum is at least two members.

5.3 Secretary

The Company Secretary, or his or her delegate, should attend all Committee meetings as minute secretary.

5.4 Convening and notice of meeting

The Committee Chair will call a meeting of the Committee, if so requested by the Board, any Committee member or by the CEO. Notice will be given to every member of the Committee, of every meeting of the Committee. However, there is no minimum notice period and acknowledgement of receipt of notice by all members is not required before the meeting may be validly held.

The Committee Chair shall draw up an agenda for each meeting in consultation with the CEO and Company Secretary which shall be circulated at least two business days prior to the meeting to the Committee members.

The Committee will also determine in consultation with the CEO and Company Secretary what Committee papers will be prepared and presented at each meeting.

5.5 Independent advice

The Committee Chair may seek the advice of the Company's auditors, solicitors or other independent advisers, consultants or specialists as to any matter pertaining to the powers or duties of the Committee or the responsibilities of the Committee, or for suitably qualified experienced advisors to attend its meetings when requested by the Committee.

5.6 Minutes

Minutes of meetings of the Committee must be kept by the Company Secretary. All minutes of the Committee must be entered into a minute book maintained for that purpose and be available for inspection by any director.

5.7 Reporting

The Committee Chair (or their delegate) will provide a report to the Board as to any material matters arising out of Committee meetings at the subsequent scheduled Board meeting. All directors may, within the Board meeting, request information of members of the Committee.

A copy of the minutes of the Committee will also be provided to the Board with the Board papers.

The Committee Chair will also consider if any material matters arising out of the Committee meeting should be communicated to any other Committee and, if so, ensure that this occurs.