

Mission Australia Group

Board Audit and Risk Committee (BARC) Charter

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Applicable to:	All Mission Australia entities (Mission Australia Group) including <ul style="list-style-type: none">• Mission Australia• Housing Entities:<ul style="list-style-type: none">○ Mission Australia Housing (MAH)○ Mission Australia Housing Victoria (MAHV)○ Mission Australia Housing Tasmania (MAHT)○ Mission Australia Housing Northern Territory (MAHNT)○ Mission Australia Housing Partnership Ltd (MAHPL)• Mission Australia Housing Holdings Limited and its subsidiaries
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Authorised by:	Mission Australia Board
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Approved date:	December 2025
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Review Date	BARC December 2025 MA Board December 2025
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Policy Owner:	Company Secretary
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1. INTRODUCTION

Inspired by Jesus Christ, Mission Australia exists to meet human need and to spread the knowledge of the love of God (**Founding Purpose**).

Mission Australia is a company limited by guarantee and registered as a charity with the Australian Charities and Non-for-profits Commission.

The Mission Australia Board has overall responsibility for the financial performance of the Mission Australia Group and the achievement of its Founding Purpose. The Board Audit and Risk Committee (**BARC**) is a standing committee of and appointed by the Board of Mission Australia and is recognised by the Boards of its controlled entities.

This Charter supports Mission Australia's proper and effective Corporate Governance and is aligned with the Australian Charities and Non-for-profits Commission Standards, including its commitment to holding itself to the highest standards of clinical care in delivering culturally safe and accessible services and its commitment to children and young people's safety and wellbeing.

This Charter outlines the roles, responsibilities and composition of the Mission Australia BARC and the way it discharges its responsibilities.

2. PURPOSE

The primary purpose of the BARC is to provide objective review and oversight for all entities in the Mission Australia Group across all categories of risk through an appropriate risk management framework.

The BARC assists the Boards to carry out their responsibilities by undertaking the following functions:

- Maintaining oversight of the integrity of the Mission Australia Group's statutory financial reports and statements;
- Monitoring the performance of the external audit and internal assurance activities of the Mission Australia Group;
- Review and recommend to the Board the Risk Appetite Statement;
- Monitoring that management has an appropriate framework in place to identify and effectively manage risk and that management ensures that the Mission Australia Group operates in accordance with the enterprise risk and assurance framework and within risk appetite;
- Monitoring the Mission Australia Group's compliance with regulatory, contractual, legal and ethical standards;
- Monitoring the performance of the external investment manager and maintaining oversight of the financial performance of the investment portfolio against the Mission Australia Group Investment Policy; and
- Reviewing compliance with internal guidelines, policies and procedures and other prescribed internal standards.

Active and collaborative participation of the BARC, the Boards, external auditors and internal assurance, the risk function and management, is fundamental to the effectiveness of the BARC and its contribution to the realisation of Mission Australia's Founding Purpose.

3. AUTHORITY

The Mission Australia Board has authorised the BARC, within the scope of their duties and responsibilities set out in this Charter, to:

- Endorse internal policies, frameworks, audit and assurance plans and methodologies, and make subsequent recommendations to the Boards for approval;
- Approve policies as determined by the Boards including those referenced in this Charter;
- Appoint any professional advisers that the BARC may require to assist in their duties;
- Approve the appointment or removal of the General Manager, Enterprise Risk and Assurance;
- Approve the adequacy of Mission Australia's corporate insurance policies, including approving the aggregate premium limit at the relevant renewal time
- Require the attendance of any employee at meetings as appropriate;
- Coordinate and collaborate with other Board and Committees as required;
- Have unrestricted access to staff and information considered relevant to responsibilities under this Charter; and
- Investigate other matters brought to its attention or requested by the Board.
- Approve IT and cyber security strategies, frameworks, and policies, including oversight of associated risk mitigations.

The BARC has no management role.

4. MEMBERSHIP

The Mission Australia Board Chair proposes the **BARC Chair** for approval by the Board.

- The **BARC Chair** cannot be the Mission Australia Board Chair. Should the BARC Chair be absent from a meeting, the BARC Members present (either physically or through electronic means) must appoint a Chair for that particular meeting who cannot be the Chair of the Board.
- The Mission Australia Board Chair proposes **members for BARC** for approval by the Board.
- The BARC will consist of at least three independent non-executive Mission Australia Directors and may include one or more subject matter specialist members who are independent of the Board.

Each of the **BARC members** will be free of any relationship that may interfere with their exercise of independent judgement as a BARC Member.

- The **BARC Members** shall be:

- Sufficiently literate in financial, risk, audit and compliance matters to read, understand and challenge information presented in BARC meetings;
- At least one Member shall have accounting or related financial expertise;
- BARC member appointments are for an initial term of **three years** and the appointment is **reviewed every three years** or earlier if circumstances dictate.

The **Company Secretary** or their designate is the **BARC Secretary**.

- The Company Secretary is responsible for providing new members with an appropriate induction program and training related to the scope of the BARC.
- The skills and performance of all BARC members will be reviewed annually by the People Culture & Remuneration Committee.

5. MEETINGS

Frequency

The BARC will meet at least **three** times per year. Any action required or permitted to be taken at any meeting of the BARC may take place without a formal meeting if agreed by all members of the BARC. Evidence of agreement is recorded with the minutes of the BARC.

Extraordinary or out-of-cycle meetings may be called by the Mission Australia Board Chair, any BARC Member, or the Company Secretary. Alternatively, an External Auditor, the General Manager Enterprise Risk and Assurance, CFO or CEO may request the BARC Chair or a BARC Member to call a meeting. Under such circumstances the five working day notice period may be waived if agreed by all parties.

Attendance

Any person may be invited by the BARC Chair to attend BARC meetings.

A standing invitation to attend is issued to:

- Mission Australia Directors
- Chief Executive Officer
- Chief Financial Officer
- General Counsel & Company Secretary
- General Manager Enterprise Risk and Assurance
- The External Auditor.

At the discretion of the Chair private sessions may be held with individual Executives or management.

Annual Plan

The BARC will establish an annual Program of Work which provides a rolling schedule of business for upcoming meetings and will be used to inform each meeting agenda. The annual plan will cover

matters aligning to the Duties and Responsibilities of the BARC Charter and is made available to all BARC members and core attendees.

Agenda

Notice of each meeting together with a detailed agenda and supporting documentation will be circulated to BARC Members and attendees at least **five** working days before the meeting.

Members are expected to be prepared and informed for BARC meetings to be able to provide appropriate and constructive input on matters for discussion.

Quorum

Two members attending constitute a quorum.

Voting

Each **member** present may vote on any matter raised before the BARC for resolution. In the event of a tied vote, the Chair has a right to a second vote as a casting vote.

Minutes

The BARC Secretary or delegate prepares minutes of each BARC meeting. After the BARC Chair has given preliminary approval, the draft minutes are presented to all BARC members at the next meeting for approval and made available to Directors of the Mission Australia Board.

The minutes accurately record the resolutions of the BARC, key reasons for those decisions (where appropriate) and actions with accountabilities and timings noted. The minutes of the meetings are confirmed by the BARC at the next BARC meeting.

6. RESPONSIBILITIES

Governance

- **Review, approve** and **recommend** to the Mission Australia Board for approval any proposed changes to the BARC Charter.
- **Review** and **recommend** any changes to key governance and ethical related documents as outlined in the Policy Register.
- **Review** significant ethical matters including Whistleblower and Integrity Line issues.

Financial Reporting

- **Review** financial statements with management and with the external auditors as necessary prior to their approval by the Boards.
- **Review** recommendations from the Chief Financial Officer and external auditors, **make recommendations** to the Boards on significant accounting and financial policy issues, and review the appropriateness of the accounting judgments or choices exercised by management in preparing the financial statements.
- **Review** processes for financial reporting to the Boards so that the information is presented fairly.

Risk Management and Internal Controls

- **Review** the effectiveness of the enterprise Risk Management Framework, including the internal control systems designed to manage the Mission Australia Group's material risks.
- **Review** and **recommend** to the Mission Australia Board changes to the Mission Australia Group's enterprise Risk Management Framework.
- **Endorse** the MA Group Risk Appetite Statement to the Board for approval.
- **Oversight** and **monitor** the Mission Australia Group's enterprise risk profiles and focus on any heightened exposures or vulnerabilities.
- **Approve** the Mission Australia Group's policies relating to Risk Management, Incident Management and other as per the Policy Register.
- **Approve** the adequacy of the Mission Australia Group's insurances including the Directors' and Officers'.
- **Review** reports from management responsible for risk and assurance dealing with:
 - the operation of the Mission Australia Group's risk and assurance framework;
 - significant risk exposures, incidents and breaches; and
 - other matters requested by the BARC.
- **Confirm** with the *People, Culture and Remuneration Committee* that remuneration practices are consistent with promoting sound risk management practices.

Assurance and Compliance

External Auditor

- **Make recommendations** to the Mission Australia Board on the appointment, rotation, retention and dismissal of the External Auditor.
- **Approve** the proposed audit plans and approaches.
- **Review** the independence and performance of the External Auditor, including the engagement of the External Auditor to provide other non-audit services.
- **Review** External Auditor reports and management responses.
- **Monitor** the progress made by management for the improvement in internal controls arising from recommendations made by the External Auditor.

Internal Assurance

- **Approve** the Mission Australia Group's Internal Assurance Program.
- **Approve** the Mission Australia Group's policies relating to the internal audit function
- **Note** the Mission Australia Combined Assurance Map.
- **Consider** findings of internal assurance reports and the management responses.
- **Monitor** the effective implementation of internal assurance recommendations.
- **Monitor** findings of third-party audits by funding bodies or third-party verifiers related to Mission Australia's services including licencing and certification.
- **Review** reports dealing with any major failures in the operation of key internal controls.

Compliance

- **Oversight** and **monitor** the effectiveness of the Mission Australia Group's framework for ensuring compliance with laws, regulations, industry codes, contracts and company policies including quality assurance programs.
- **Review** high and severe adverse findings from relevant internal and external compliance reports.
- **Review** attestations from the company officers that relate to statutory and/or regulatory financial reporting requirements.

MA Group Capital and Investments

- **Approve** the Mission Australia Group's Investment Policy.
- **Review** and recommend to the Mission Australia Board the Mission Australia Group's Capital Management Strategy and Policy.
- **Review** reports from management and the external Investment Manager regarding the financial performance of investments against the Group Investment Policy.

7. REPORTING AND MANAGEMENT ACCESS

The BARC Chair will provide an update to the Board following each BARC meeting. Such reporting may be verbal and include reference to the BARC agenda, papers, and minutes, as well as any recommendations requiring Board action or approval.

The CEO, CFO, Company Secretary and General Manager, Risk and Assurance shall have direct access to the BARC on an as needs basis.

8. INTERACTION WITH OTHER COMMITTEES

The BARC interacts with the following Board or Committees to effectively deliver on its purpose:

- **Mission Australia Housing Board and those Boards of its Housing related entities** – to gain an understanding of the impact on the Enterprise Risk Profile or performance against Risk Appetite related to any significant strategic or operational matters in the Housing portfolio of companies.
- **Service Impact Committee (SIC)** – to gain an understanding of the impact on the Enterprise Risk Profile or performance against Risk Appetite related to any significant service impact, advocacy or strategic scorecard issues.
- **People, Culture and Remuneration Committee (PCRC)** – to gain an understanding of the impact on the Enterprise Risk Profile or performance against Risk Appetite related to any significant people or cultural matters and ensure that remuneration practices are consistent with promoting sound risk management practices.
- **Clinical Quality and Safety Committee (CQSC)** – to gain an understanding of the impact on the Enterprise Risk Profile or performance against Risk Appetite related to any significant clinical quality and safety issues.

9. REVIEW

- The Committee will participate in any evaluation of Board or Committee performance, as required by the Board.
- BARC will review the adequacy and appropriateness of the Charter annually to ensure it remains consistent with the Board's objectives, and reflects any new or emerging risks, changes in regulatory obligations or other requirements. Updates to the Charter will be endorsed by BARC and recommended to the Board for approval.

Appendix 1: BARC Annual Submission Cycle

The table below sets out the regular reporting cycle for enterprise risks and periodic updates to the BARC.

Periodic Updates	Responsible	Frequency	Schedule	Requirement
Enterprise Risk Profile	GM, Enterprise Risk and Assurance	Quarterly	Each Meeting	Updated view on enterprise risk profile movements, and headline risks (those with heightened current risk ratings or movements from prior quarter)
Risk in Focus Session	Executive Owner	Quarterly	As per Program of Work	Dedicated analysis of material risk ratings, control environment, actions and outlook, including performance against risk appetite.
External Reviews	GM, Enterprise Risk and Assurance	Quarterly	Each Meeting	Status update on completed, in flight and upcoming audits and external reviews, including material findings and action plans.
Regulatory Change Pipeline	GM, Enterprise Risk and Assurance	Quarterly	Each Meeting	Status on upcoming regulatory change matters. Documented through the Risk and Assurance Report
Group insurance program	GM, Enterprise Risk and Assurance	Annual	As per Insurance Renewal cycle	Review of Group insurance program, with recommendations made to BARC.
Policies and Procedures	Policy owner	Annual (or as prescribed)	Per Policy Register	Revised policies and procedures for BARC review and approval. All documents to be supported by a cover paper outlining the review process and all material amendments.