



---

# **Audit and Risk Management Committee Charter**

Doctor Care Anywhere Group PLC

Adopted by the Board on 16<sup>th</sup> October 2020

---

## Audit and Risk Management Committee Charter

---

### 1 Role of the Audit and Risk Management Committee and its Authority

- (a) The Audit and Risk Management Committee (**Committee**) assists the board of directors (**Board**) of Doctor Care Anywhere Group PLC (**Doctor Care Anywhere**) in fulfilling its responsibilities for corporate governance and oversight of Doctor Care Anywhere's financial reporting, risk management and internal control systems, compliance policies and systems, privacy and information security, cybersecurity and internal and external audit functions. In doing so, the Committee has the responsibility to maintain free and open communication with the external auditor and Doctor Care Anywhere's management. The Audit and Risk Management Committee does not have responsibility for clinical risk management or the matters under the oversight of the Clinical Governance Committee (**CGC**).
- (b) The Committee is empowered to investigate any matter, with full access to all books, records, company operations, and people of Doctor Care Anywhere and the authority to engage independent accounting, legal, compliance, risk management or other professional advisers as it determines necessary to carry out its duties.
- (c) The Committee is a committee of the Board established in accordance with Doctor Care Anywhere's constitution (**Constitution**) and is authorised by the Board to assist it in fulfilling its statutory and regulatory responsibilities. It has the authority and power to exercise the role and responsibilities set out in this Charter and granted to it under any separate resolutions of the Board from time to time.
- (d) Responsibility for risk management is shared across the organisation. Key responsibilities include:
  - (i) the Board is responsible for overseeing the:
    - (A) establishment of and approving Doctor Care Anywhere's risk management framework (for both financial and non-financial risks) including its strategy, policies, procedures and systems;
    - (B) disclosure of any material exposure that Doctor Care Anywhere has to environmental or social risks and how Doctor Care Anywhere intends to manage those risks; and
    - (C) ensuring that risk considerations are incorporated into strategic and business planning;
  - (ii) Doctor Care Anywhere management is responsible for establishing Doctor Care Anywhere's risk management framework, including identifying major or potentially major risk areas and developing Doctor Care Anywhere's policies and procedures, which are designed effectively to identify, treat, monitor, report and manage key business risks;
  - (iii) the CGC is responsible for clinical risks, including:
    - (A) ensuring safe, effective, caring, responsive and well-led clinical services for primary and secondary care;
    - (B) recommending improvements across the above core competencies of Doctor Care Anywhere; and

- (c) providing a forum for escalation for critical incidents and required actions.
  - (e) The Audit and Risk Committee's responsibilities are set out in this charter.
- 

## 2 Membership

- (a) The Committee should to the extent practicable given the size and composition of the Board and nature and scope of the operations of the Company from time to time, comprise of:
    - (i) at least three members;
    - (ii) non-executive directors; and
    - (iii) a majority of directors who are independent (and it must satisfy this description if required by statute or regulation).
  - (b) All Committee members should be financially literate (that is, able to read and understand financial statements).
  - (c) All Committee members should have a reasonable understanding of Doctor Care Anywhere's business and the industry in which it participates.
  - (d) The Board will appoint the chair of the Committee (**Committee Chair**). The Committee Chair should be an appropriately qualified independent non-executive director who does not chair the Board (and must satisfy this description if required by statute or regulation).
  - (e) Committee members will be appointed for a fixed period of no more than three years, with Committee members generally being eligible for re-appointment for so long as the Committee will meet the relevant criteria established in paragraph (a) above.
  - (f) The appointment and removal of Committee members is the responsibility of the Board.
  - (g) A Committee member may resign as a member of the Committee upon reasonable notice in writing to the Committee Chair.
  - (h) If a Committee member ceases to be a director of the Board, their appointment as a member of the Committee is automatically terminated with immediate effect.
  - (i) The Company Secretary of Doctor Care Anywhere is secretary to the Committee.
- 

## 3 Meetings

- (a) The Committee will meet at least four times a year or as frequently as is required to undertake its role effectively.
- (b) The Committee may meet in private with any or all of Doctor Care Anywhere's Chief Financial Officer, the CGC (all or part of) and internal and/or external auditors as the Committee deems appropriate.
- (c) Any Committee member may, and the Company Secretary must upon request from any member, convene a meeting of the Committee.

- (d) The Committee may invite any executive director, executive, other staff member or external auditor to attend all or part of a meeting of the Committee. There is an open invitation for all other non-executive directors to attend all meetings of the Committee.
- (e) The proceedings of all meetings will be minuted by the Secretary. All minutes of the Committee are available for inspection by any director.
- (f) A quorum for any meeting will be at least two Committee members.

---

## 4 Responsibilities and functions

The Committee has the following responsibilities and functions to assist the Board in discharging its responsibilities.

### 4.1 Governance

The Committee will:

- (a) review and monitor the effectiveness of the Company's delegations of authority and other key corporate policies; and
- (b) review and provide input to the Company's corporate governance framework.

### 4.2 Risk Management

The Committee will:

- (a) review the effectiveness of the Company's policies and initiatives to identify the Company's material risks and the appropriateness of the risk management processes in place to address them;
- (b) review disclosures in the annual corporate governance statement in relation to the recognition and management of material business risks;
- (c) review the adequacy and effectiveness of administrative, operating and accounting controls used by the Company;
- (d) review the Company's material risk exposures, including the Company's exposure to fraud, privacy and information security breach, and cybersecurity;
- (e) monitor the implementation of corporate and business unit risk management plans;
- (f) review insurance and other risk transfer arrangements;
- (g) review the business contingency planning process within the Company and its contingency plans that are in place;
- (h) monitor changes anticipated for the economic and business environment, including consideration of emerging trends and other factors relevant to the Company's risk profile;
- (i) review any material incident involving fraud or a break-down of the risk management framework to identify "lessons learned"; and
- (j) review the risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the Board.

### **4.3 Preparation and Presentation of Financial Statements and Reports**

The Committee will:

- (a) review the suitability of the Company's accounting policies and principles, how they are applied and ensuring they are used in accordance with the statutory financial reporting framework;
- (b) assess significant estimates and judgements in financial reports;
- (c) assess information from the external auditor to ensure the quality of financial reports;
- (d) ensure that any periodic corporate report Doctor Care Anywhere releases to the market that has not been subject to audit or review by an external auditor discloses the process taken to verify the integrity of its content;
- (e) after review with management and the external auditor, recommend to the Board the half year and full year financial statements, the preliminary financial reports to be lodged with ASX and all related financial reports and statements;
- (f) review representation letters to be signed by management to ensure that all relevant matters are addressed;
- (g) discuss matters raised by the external auditor as a result of their work;
- (h) assess the impact of changes in accounting standards and review recommendations for adoption of such changes in the financial accounts; and
- (i) ensure that before the Board approves the Company's financial statements for a financial period, that the Board and the Committee first receive from the Chief Executive Officer and the Chief Financial Officer a declaration that, in their opinion, the financial records of the Doctor Care Anywhere have been properly maintained and that the financial statements comply with the applicable accounting standards and give a true and fair view of the financial position and performance of the Company and that the opinion has been formed on the basis of appropriate processes in place and a sound system of risk management in and internal control is operating effectively in all material respects in relation to financial reporting risks.

### **4.4 External Audit**

The Committee:

- (a) is responsible for making recommendations to the Board on the appointment, reappointment or replacement (subject to shareholder ratification, as required), remuneration, monitoring of the effectiveness, and independence of the external auditor;
- (b) will discuss annually with the external auditor the overall scope of the external audit and ensure the external auditor attends Doctor Care Anywhere's AGM and is available to answer questions from security holders relevant to the audit;
- (c) must pre-approve all audit and non-audit services provided by the external auditor (other than taxation services) and will not engage the external auditor to perform any non-audit or assurance services that may impair or appear to impair the external auditor's judgment or independence in respect of Doctor Care Anywhere. The Committee may delegate a pre-approval dollar limit to the Chief Financial Officer and authority to a member of the Committee to pre-approve amounts in excess of this between Committee meetings;

- (d) will consider statements to be made in the directors' report regarding non-audit services in accordance with the Corporations Act;
- (e) will annually request from the external auditor a report which sets out all relationships that may affect its independence; and
- (f) will review the procedures for selection and appointment of the external auditors and rotation of external audit engagement partner.

#### **4.5 Internal Audit (if applicable)**

The Committee will:

- (a) consider whether an internal audit function is required and, if not, ensuring that the Company discloses the processes it employs to evaluate and improve its risk management and internal control processes;
- (b) monitor the adequacy of the nature, extent and effectiveness of the internal control processes of Doctor Care Anywhere;
- (c) review and approve the scope, plan, terms and budget for Internal Audit activities and initiatives (if applicable); and
- (d) support the independence, objectivity and performance of the internal audit function.

#### **4.6 Tax**

The Committee is responsible for overseeing tax compliance and tax risk management.

#### **4.7 Health & Safety**

The Committee is responsible for considering the Company's approach to occupational health and safety for its team. Clinical health and safety are the responsibility of the CGC.

#### **4.8 Continuous Disclosure**

The Committee is responsible for reviewing the policies and procedures designed to ensure compliance with the ASX listing rules on continuous disclosure.

#### **4.9 Related party transactions**

The Committee is responsible for reviewing and monitoring related party transactions.

#### **4.10 Compliance with laws and regulations (other than clinical obligations)**

The Committee is responsible for:

- (a) reviewing reports from management concerning compliance with key laws, regulations, licences and standards (other than in relation to clinical matters which are the responsibility of the CGC);
- (b) reviewing any significant findings of any examinations by regulatory agencies; and
- (c) reviewing and approving the strategy for any material litigation.

---

## 5 Reporting

- (a) The Committee will:
  - (i) regularly report to the Board on all matters relevant to the Committee's role and responsibilities;
  - (ii) advise the Board in a timely manner of audit, financial reporting, internal control, risk management and compliance matters which may significantly impact upon Doctor Care Anywhere;
  - (iii) report and, as appropriate, make recommendations to the Board after each Committee meeting on matters dealt with by the Committee; and
  - (iv) as and when appropriate, seek direction and guidance from the Board on audit, risk management and compliance matters.
- (b) Minutes of Committee meetings will be included in the papers for the next full Board meeting.
- (c) It is the responsibility of the Committee to report to the Board about Doctor Care Anywhere's adherence to policies and guidelines approved by the Board for the management of risks. This includes bringing to the Board's attention any instances where Doctor Care Anywhere either has or may need to operate outside the current risk appetite set by the Board or where disclosure to the market might be required.

---

## 6 Access to information and independent advice

- (a) The Committee may seek any information or advice it considers necessary to fulfil its responsibilities.
- (b) The Committee has access to:
  - (i) Doctor Care Anywhere's management, to seek explanations and information from them; and
  - (ii) external and internal auditors to seek explanations and information, without Doctor Care Anywhere's management being present.
- (c) The Chief Financial Officer and Company Secretary shall have free and unfettered access to the Committee.
- (d) The Committee may seek professional advice from appropriate external advisers, at Doctor Care Anywhere's cost. The Committee may meet with these external advisers without Doctor Care Anywhere's management being present.

---

## 7 Reviews and changes to this Charter

- (a) The Committee will review this charter annually or as often as it considers necessary.
- (b) The Committee will make recommendations to the Board on changes to Doctor Care Anywhere's risk management framework or the risk appetite set by the Board.
- (c) The Board may change this charter (including the responsibilities of the Committee) from time to time by resolution.

---

## 8 Committee Performance

- (a) The Board will, at least once in each year, review the membership 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.
- (b) The Committee shall make an evaluation of its performance at least once every two years to determine whether it is functioning effectively by reference to current best practice.