Governance Framework

This document sets out how the Board oversees and exercises its authority in relation to Commonwealth Superannuation Corporation's (CSC's) business operations, which encompass the totality of systems, structures, policies, processes and people that underpin accountability within CSC's business operations.

An effective governance framework supports CSC in making objective and well-based business decisions in the best interests of customers. The Board aspires to achieve best practice and to be a leader in governance policy and practice.

The Board is ultimately responsible for the establishment, implementation and oversight of the governance framework.

Policy Framework

The Board has developed a Board governance policy framework to manage the development, maintenance and review of key governance documents, policies, plans and procedures. This framework is designed to meet APRA Prudential Standard SPS 510, Governance (SPS 510). This document captures the Governance Framework in place at CSC.

Key elements of the Framework

Formal Policies

The policies outlined in Attachment A form the formal aspects of the Board Governance Framework. They are subject to a regular cycle of review to ensure their continuing currency and effectiveness.

Board policies that require Board approval are typically reviewed initially by management and the relevant Board committee before being provided to the Board for approval. Policies that are delegated by the Board for approval by the relevant Board Committee are typically reviewed by management and presented to the relevant Committee for approval. All policies are available to the Board at all times on the Board portal.

In addition to Board policies, there are also a variety of management policies that address various operational requirements and processes. These are available to the Board at any time on request.

Reviews
Policies are generally reviewed as required either on a biennial or triennial basis, though some are reviewed annually if there is a regulatory requirement or other better practice reasons for more frequent reviews. The review timeframe is ultimately a matter for the approver of the particular policy.

Independent reviews are conducted as required e.g. APRA mandates a triennial independent review of the Conflicts Management Framework, the Insurance Management Framework and the Investments Governance Framework.

CSC's Governance Model

CSC's model for governance identifies a variety of elements of good governance and recognises all must work together to ensure the best possible outcomes for our customers.
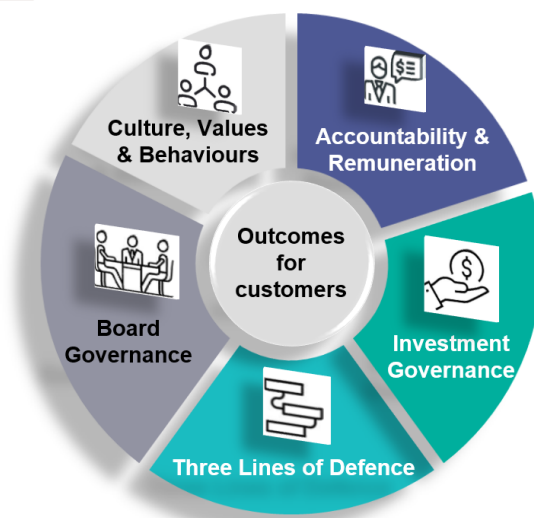
<u>Outcomes for customers</u>
At the centre of the model is outcomes for customers – all elements of CSC's governance model contribute to outcomes for customers. That is, CSC's governance model is designed to ensure that our customers are at the centre of everything we do. Delivering customer outcomes is the primary purpose for which CSC is established and the underpinning core of all of our other organisational and governance decisions.

<u>Board governance</u>
Board governance is the framework and structure which the Board and its Committees operate. This includes:
- the establishment of formal policies, procedures and terms of reference that the division of responsibilities between the Board, its Committees, and management;
- setting and approving the vision, purpose and strategies for CSC; and
- the processes and policies around Board composition, capacity and performance.

<u>Accountability and remuneration</u>
Accountability encompasses the systems and structures through which staff, both individually and collectively, fulfil their responsibilities and face consequences for not doing so. Being able to identify who is accountable ensures that issues are escalated and resolved effectively.
Remuneration is explicitly linked to accountability in that it is a key driver and influence on behaviour and can be used to demonstrate accountability outcomes both in a negative and positive manner. CSC's staff remuneration includes both fixed and variable components, with the variable remuneration framework designed to promote financial and non-financial performance criteria that support long-term financial soundness and positive risk management activities.

<u>Three lines of defence</u>
CSC has adopted the Three Lines of Defence (3LOD) model as part of its governance model, particularly with respect to risk, governance and compliance oversight. This model is built around three elements:

- The first line of defence is the business. The business 'owns' the risk and must ensure that there are controls in place to appropriately manage the risk within CSC's risk appetite.
- The second line of defence is the independent risk management and compliance function. The function develops risk management policies, systems and processes to promote a consistent approach to risk and compliance management, and provides independent review and challenge to ensure first line controls are appropriate.
- The third line of defence is the independent audit function (both internal and external). The function provides independent assurance that the risk management framework and compliance framework are adequate and operating effectively.

Culture, values and behaviours

In addition to having a formal code of conduct, CSC understands the importance of culture, behaviours and setting values. The culture, values and behaviours of CSC and its people are fundamental to effectively embedding frameworks, structures and controls designed to manage business operations and risk.

Investment governance, strategy and management

Investments, particularly investment returns, are at the forefront of many customers' minds when it comes to making decisions regarding their superannuation. Investment governance incorporates the elements, frameworks and structures that underpin CSC's investment approach.

The Board approves the Investment Governance Framework, risk budget and related policies, processes and delegations in accordance with the requirements of APRA Prudential Standard SPS 530, Investment Governance.

Strategy

The Board is responsible for setting, reviewing and overseeing CSC's strategic direction, including its vision, mission and strategic objectives.

A Board-approved Strategic Plan is also used to deliver on CSC's vision, mission and strategic objectives. The Strategic Plan is a rolling three-year plan comprising a set of specific and measurable outcomes for each three-year period that are supported by annual milestones. The Board receives quarterly reports on the achievement of CSC's Corporate Plan performance targets, the specific targets related to each Strategic Plan milestone, and other key operational objectives.

Risk Management

The Board reviews, ratifies and oversees systems of risk management through the RMS and RAS in compliance with APRA Prudential Standard SPS 220, Risk Management. Non-investment risk management is overseen by the Risk Committee which reports to the Board through the Audit Committee. Formal risk policies are in place as well as numerous processes that form part of the risk management framework.

Compliance Management

The Board approves the Compliance policy, which satisfies the requirements of CSC's AFS licence and outlines the processes that will be followed when incidents and breaches are

identified. Compliance management is overseen by the Audit Committee which reports directly to the Board.

Fitness and Propriety Management

The Board has developed a Fit and Proper policy which sets out the required fitness and propriety standards for directors in accordance with the requirements of the *Superannuation Industry (Supervision) Act* (SIS Act) and APRA Prudential Standard SPS 510, Fit and Proper.

Board Performance Evaluation

Board performance evaluation is conducted in accordance with the Board performance evaluation policy.

Financial Management

CSC's finances are managed in accordance with the Public Governance, Performance and Accountability Act 2013 (PGPA Act), the schemes' governing legislation, the SIS Act and the Corporations Act. A Board-approved budget is in place and the Board has delegated its authority to individual staff to make and implement certain financial decisions. CSC has a dedicated Audit Committee that oversees financial management.

Internal Audit

The Audit Committee agrees an annual internal audit plan. In drawing up the plan, the committee takes into account previously identified risks, the results and recommendations of previous internal and external audits, legislative and regulatory changes and requirements, and anticipated business changes. Audits can be initiated at any time by the Board or the Audit Committee to address changes to business priorities or to CSC's risk profile.

Board Diversity

CSC's commitment to Board diversity is reflected in its Board governance policies including its Board Renewal Policy, Diversity Policy, and Board Charter.

Relationship with Management and Delegations

The Board's relationship with, and access to, management is detailed in the Board Charter. The Charter includes detail on the delegations provided by the Board to management across CSC.

Review

The Governance Framework will be reviewed by the Board Governance Committee biennially or as required, in particular in light of relevant regulatory initiatives or any significant changes to CSC's constituent legislation, to assess its continuing currency. The Committee will recommend to the Board for its approval any necessary or desirable amendments to ensure the policy remains consistent with best practice and applicable law.

Date	Author	Comments
December 2012	General Counsel Group	Establishment of document. Board Governance Committee meeting 20 November 2012; Board meeting 5 December 2012.
April 2013	General Counsel Group	Regular review to assess continuing currency.
March 2015	General Counsel Group	Biennial review to assess continuing currency. Board Governance Committee meeting 12 February 2015; Board meeting 24 March 2015.
15 June 2017	General Counsel team	Updated APRA governance requirements: Prudential Standard SPS 510, Governance, and Prudential Practice Guide SPG 510, Governance. Reviewed by Board Governance Committee meeting 22 March 2017; Board meeting 3 May 2017.
15 August 2019	General Counsel team	Biennial review to assess continuing currency. Reviewed by Board Governance Committee meeting 14 August 2019; Board meeting 15 August 2021.
19 August 2021	General Counsel Team	Biennial review to assess continuing currency. Reviewed by Board Governance Committee 16 June 2021; Board meeting 19 August 2021.
21 April 2022	General Counsel Team	Reviewed and updated to delegate policies to Committees. Reviewed by Board Governance Committee 17 March 2022; Approved Board meeting 21 April 2022 (hereafter to be approve by Board Governance Committee).
16 February 2023	General Counsel Team	Updated Attachment A per Board delegations at 16 Feb 2023 Board; Minor update. Does not alter review schedule.
13 March 2024	General Counsel Team	Biennial review undertaken – no changes made (approved by Board Governance Committee).
11 December 2024	General Counsel Team	Recovery and Exit planning policy included in attachment A as Approved by Board on 11 December 2024. No changes to policy. Does not alter review schedule.
16 April 2025	General counsel Team	Amendments to the Board Governance Framework to include the Supplier Management Policy and Business Resilience Policy in the list of Policies and removal of the Outsourcing Policy as approved by Board on 16 April 2025.

Policies Approved by the Board

Policy Name	Committee to Review
Administration Reserve Strategy	Audit Committee
Anti-Money Laundering/Counter-Terrorism Financing Program (Part A)	Audit Committee
Valuation of Investments Policy and Procedures	Audit Committee
Earnings Rate Policies (*PSS and CSS static policies*)	Audit Committee
Board Charter	Board Governance Committee
Conflicts Management Policy	Board Governance Committee
Fit & Proper Policy	Board Governance Committee
	Board Governance Committee
Supplier Management Policy	Risk Committee
Remuneration Policy	Rem & HR Committee
Accountability and Consequence Management Framework	Rem & HR Committee
Deferral Policy	Rem & HR Committee
Business Resilience Policy	Risk Committee
Derivatives Risk Statement	Risk Committee
Operational Risk Financial Requirement Strategy	Risk Committee
Risk Management Strategy and Risk Appetite Statement	Risk Committee
Tax Risk Management Framework	Audit Committee
Insurance Strategy and Insurance Management Framework	Nil
Investment Governance Framework and Policies	Nil *
Retirement Income Strategy	Nil
Recovery and Exit Planning	Audit Committee

Note, as CSC does not have an investments committee, all investment policies will be reviewed and approved directly by the Board.

Policies Approved by Board Committees

Policy Name	Committee to Approve
Compliance Policy	Audit Committee
Design and Distributions Policy	Audit Committee
Non-Audit Services Policy	Audit Committee
Modern Slavery Policy	Audit Committee
Fraud and Corruption Control System	Risk Committee
Information Security Management Policy	Risk Committee
Board Performance Evaluation Policy	Board Governance Committee
Board Renewal Policy	Board Governance Committee
Governance Framework	Board Governance Committee
Whistleblower Protection and Public Interest Disclosure Policy	Board Governance Committee
Code of Conduct	Rem & HR Committee
Diversity and Inclusion Policy	Rem & HR Committee