

**ANSTO Board:
Commercial Committee
Charter
AB-3094**

Purpose

The Commercial Committee (CC or Committee) has been established by the ANSTO Board (Board) to provide independent oversight, review and evaluation of particular commercial activities which the Board or Board Chair determines.

Responsibilities of the Committee

Matters can be referred and delegated to the CC by the Board by consensus or Board Chair, where it is deemed by the Board or Board Chair that the matters should serve before the Committee. Such matters will be referred only on an ad hoc basis.

The Committee is delegated to make decisions in relation to such commercial activities, where these decisions have no impact on ANSTO in terms of established mandates granted to management.

The Board mandates the CC to engage management, advisors and contracted parties in the independent oversight, review and evaluation of commercial activities, including specialist resources directly appointed through the ANSTO procurement process, where applicable.

Membership

The Chair of the Board is the Chair of the CC unless the Chair delegates this role to another non-executive member.

The members of the Committee will be appointed on an ad hoc basis by the Chair of the Board. Non-executive members of the Board and external parties can be appointed to the Committee. Persons appointed should have appropriate qualifications, knowledge, skills or experience in commercial matters.

The Committee will consist of at least 3 non-executive members of the Board. The number of external parties on the Committee may not exceed the number of non-executive Board members on the Committee.

Responsibilities of Members

Members are responsible for studying and understanding the papers provided; applying good analytical skills, objectivity and good judgment; and expressing opinions frankly and asking questions that go to the fundamental core of the issues under consideration.

Conflicts of Interest

At the beginning of each meeting, members must declare any material personal interests that may apply to any matter on the meeting agenda. Where required by a quorum of members, the member will be excused from the meeting or from the consideration of the relevant agenda item(s). The minutes of the meeting shall record the details of any material personal interests declared by the Chair or other members during the meeting and the actions taken.

Meetings

The Committee will meet as frequently as required. The Committee Chair will call all meetings.

The quorum for a meeting is two non-executive members.

The ANSTO Group Company Secretary is responsible for providing secretariat support.

Members of Management and external parties may participate in Committee meetings by invitation of the Chair.

Reporting

The Chair will report to the Board at the next Board meeting following a meeting of the Committee regarding matters relevant to the CC's responsibilities.

The minutes of meetings must be included in the papers for the next Board meeting, subsequent to the CC meeting, or if held on the same day, the next Board meeting thereafter.

CC Assessment

The performance of the CC will be reviewed annually as part of the Board review process. The scope of the review will be determined by the Board Chair.

Review of Charter

At least once a year, the Committee will review this Charter and make recommendations to the Board regarding any changes it considers necessary.

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