

## **Sunsuper Pty Ltd**

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RSE Registration No: R000337

Sunsuper Pty Ltd  
Sunsuper Superannuation Fund  
Sunsuper Financial Services Pty Ltd  
Sunsuper Pooled Superannuation Trust  
Precision Administration Services Pty Ltd

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# **Conflict Investigation Committee Charter**

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## 1. Introduction

This charter outlines the purpose, authority, responsibilities, composition, meetings, and compensation of the Conflict Investigation Committee ("CIC") established by the Sunsuper Group (Sunsuper Pty Ltd ("Trustee") (in its personal capacity and as trustee of the Sunsuper Superannuation Fund, Sunsuper Pooled Superannuation Trust and Sunsuper Infrastructure Trust 3) and its trading subsidiaries, Sunsuper Financial Services Pty Ltd and Precision Administration Services Pty Ltd, which are collectively referred to as 'the Sunsuper Group') and their respective Boards of Directors (each called "the Board").

The CIC is a Sub-Committee of the Audit, Compliance and Risk Management Committee. (ACRMC) Membership is appointed by the Sunsuper Board except as outlined in this Charter.

## 2. Purpose

The purpose of the Conflict Investigation Committee (CIC) is to:

- Co-ordinate a response to Ethicsline disclosures pursuant to Sunsuper's Whistleblower Policy; and
- Provide guidance in relation to conflict management issues of a significant nature pursuant to Sunsuper's Conflict Management Policy (which documents Sunsuper's conflict management framework) at request of a member of this CIC, the CEO, the Sunsuper Board Chair, the Sunsuper Board, the ACRMC, any Sunsuper Board Committee and/or Company Secretary or delegate.

## 3. Scope

The CIC has authority to conduct or authorise investigations into any matters within its scope of responsibility. It is empowered to:

- Retain independent lawyers, accountants, or others to advise the CIC, or to assist in the conduct of an investigation; and
- Seek all information necessary for the performance of its functions from employees, contractors, experts, EthicsLine or any other party, all of whom are directed to cooperate with the CIC's requests.

## 4. Responsibilities

### 4.1. Whistleblower Policy

In relation to the Whistleblower Policy, the CIC is responsible for:

- Acting as the contact point for general information and advice;
- Reviewing and initially assessing all disclosures;
- Carrying out, or appointing an investigator to carry out, an investigation into a disclosure;
- Overseeing an investigation of a disclosure where an investigator has been appointed;
- Facilitating the appointment of a welfare manager to support the discloser, if required;
- Liaising with the directors and senior management as appropriate; and
- Reporting to and forming recommendations to the Board (or ACRMC as delegate), who has responsibility for decisions following an investigation.

### 4.2. Conflicts Management Policy (Conflict Management Framework)

In relation to the Conflict Management Policy, the CIC is responsible for:

- Providing guidance in relation to conflict management issues of a significant nature, where a request has been made for the CIC to consider the matter by a person/s outlined in paragraph 2 and reviewing and making decisions (where requested) in relation to the Conflicts Management Policy.

Additionally, any of the persons outlined in paragraph 2 may have discussions with the Chair of the CIC from time to time to seek guidance.

4.3. Reporting Responsibilities

Provide to the ACRMC and/or Board:

- Reports on relevant issues as agreed by the CIC and/or requested by ACRMC and/or Board; and
- Report to other stakeholders as agreed by the CIC and/or ACRMC and/or Board.

It is noted that confidentiality on all Whistleblower Policy matters is required by law.

4.4. Other Responsibilities

- Annually review and assess the adequacy of the Charter;
- Recommend any Charter changes to the ACRMC and Board;
- Ensure appropriate disclosure of any Charter changes as may be required by law or regulation;
- Annually confirm that all responsibilities in the Charter have been carried out; and
- Perform other activities related to this Charter as requested by ACRMC and/or the Board.

**5. Composition**

5.1. Size

The CIC shall consist of at least three members. The members shall be as follows:

- The Chair of the Audit, Compliance and Risk Management Committee (ACRMC). In the event that ACRMC Chair cannot attend the meeting or is conflicted, the Board Deputy Chair should attend as delegate of the ACRMC Chair. In the event that the Board Deputy Chair cannot attend the meeting or is conflicted any other member of the ACRMC should attend as delegate of the Board Deputy Chair; and
- The other members shall be the Chief Risk Officer and the General Counsel or other members appointed by the Board from time to time except that:
  - Consistent with section 5.4 of the Whistleblower Policy, any committee member implicated or directly involved in reported matters will be recused and will not participate in the committee work on that matter. The committee may appoint another, independent, member of management of the Board to replace the recused member.

5.2. Knowledge

The CIC shall collectively have skills and knowledge in the areas of whistleblowing and conflicts of interest and duties.

5.3. Independence

Any Sunsuper director who is appointed as a member of the CIC must be independent of management consistent with the ACRMC Charter and the Sunsuper Board Charter.

5.4. Chair

The Chair of the CIC shall be the Chair of the ACRMC.

**6. Meetings**

6.1. Frequency

The Committee shall meet as required.

All Committee members are expected to attend each meeting, in person or via teleconference or videoconference.

6.2. Attendees

- The Company Secretary and/or delegate shall attend the meeting to take minutes in relation to conflict matters and as requested by CIC in relation to Whistleblower matters; and
- The sponsor of any paper to the CIC shall attend where requested by CIC.

6.3. Conflicts of Interest

If a CIC member, consultant or Sunsuper team member has an interest in, or an association with, a particular matter being considered by the Committee, then this interest must be declared ahead of the discussion and/or decision. The Committee will then decide whether or not that person should remain included in the decision or whether they should remove themselves from the meeting for the purposes of the discussion, recommendation and or decision.

6.4. Secretarial

6.4.1. *Conflict Matters*

The Company Secretariat team shall provide secretarial support to the CIC for matters relating to conflicts only. The Company Secretary in conjunction with the Chair, shall draw up an agenda which shall be circulated with supporting papers at least four business days prior to each meeting to the members of the CIC. Minutes shall be prepared for each meeting, circulated to the Chair within one week of each meeting for review, and then confirmed as accurate at the following meeting. Records will be maintained by Company Secretariat.

Minutes of CIC meetings relating to conflict matters will be provided to the ACRMC.

6.4.2. *Whistleblower Matters*

The Company Secretariat team shall provide secretarial support as requested by the Chief Risk Officer or the General Counsel for matters relating to Whistleblower matters. The Chief Risk Officer or General Counsel in conjunction with the Chair, shall draw up an agenda which shall be circulated with supporting papers at least two business days prior to each meeting to the members of the CIC (or shorter notice if required due to the nature of the matter). Minutes shall be prepared for each meeting, circulated to the Chair within one week of each meeting for review, and then confirmed as accurate at the following meeting. Records will be maintained by Chief Risk Officer or General Counsel using the Whistleblower platform.

Minutes of CIC meetings relating to Whistleblower matters will be kept confidential except as directed by Chair of CIC.

6.5. Quorum

The quorum for the transaction of business at any meeting of the CIC will be determined as follows:

$$\left[ \frac{\text{Current members of the CIC}}{2} \right] + 1, \quad \text{rounded down to the nearest whole number.}$$

Provided always that the presence of two members will be necessary to constitute a quorum.

A resolution of the CIC is passed if at least two thirds of the members present at the meeting (rounded up to nearest whole number) vote in favour of the resolution. Members may not vote or participate by proxy. The CIC may act by unanimous written consent of all members.

**7. Compensation**

Members shall not receive fees for services provided to the CIC, either independently or as part of their payment for acting as a Board member. This should be reviewed every 2 years.