

Memorandum

To: Directors and Constituent Body CEOs
From: James Popple, Chief Executive Officer
Date: 28 April 2023

Second Call for Nominations—One Non-Executive Director Member to the Finance, Risk & Audit Committee

Action Request

Nominations are called for one Non-Executive Director member to the Finance, Risk and Audit Committee, with expertise relevant to the Committee's Terms of Reference, **by COB, Friday, 19 May 2023.**

Background

1. The Law Council Board Committees' Charter relevantly provides that:
 - (a) members of the Board Committees are to be appointed by Directors on the recommendation of the President-elect,
 - (b) members of the Board Governance Committees are to hold office from the date of appointment until the end of the calendar year following, but may be reappointed, and
 - (c) in identifying the non-ex officio members, the President-elect may consult as widely as appropriate, but should consult with the Chair of the relevant Committee.
2. There is currently a vacancy on the Finance, Risk and Audit Committee for one Non-Executive Director member with expertise relevant to the Committee's terms of reference.
3. Nominations should be forwarded to Ms Margery Nicoll, Acting Chief Executive Officer at margery.nicoll@lawcouncil.asn.au and cc'd to Mr Dan Sybaczynskij, General Manager Corporate Governance at daniel.sybaczynskij@lawcouncil.asn.au.
4. The Charter provides that:
 - (a) membership of the Finance, Risk and Audit Committee should comprise:
 - The Treasurer (Chair)
 - Another member of the Executive
 - Two other members with expertise relevant to the Committee's Terms of Reference, each of whom must be a non-Executive LCA Director of the Law Council of Australia
 - An External Member with specialist accounting and related financial experience.

Terms of Reference


5. The Finance, Risk and Audit Committee's key functions are:
- to oversee the Company's relationship with the external auditor;
 - oversight of the Company's financial controls and systems; and
 - to monitor and advise the Board of Directors on the process of identification and management of business, financial and commercial compliance and risks for LCA Ltd and its subsidiaries.
6. The Finance, Risk and Audit Committee Terms of Reference are **attached**.
7. The following table sets out the membership of the Finance, Risk and Audit Committee for 2023:

Position	Current Member
Chair	Juliana Warner
Executive Committee member	Tania Wolff
Two non-Executive Committee Directors with relevant expertise	Rohan Foon
	Vacant
External Member	Adam Awty

8. Upon receipt of nominations for the vacant non-Executive Director position, the President-elect will recommend a proposed new member of the Committee for appointment by the Directors at their next meeting, scheduled for 24 June 2023.

Contact

In the first instance, please contact Mr John Cattle, Director, Finance and Corporate Services on john.cattle@lawcouncil.asn.au or 02 6246 3788 for any further information.



James Popple
Chief Executive Officer