



CREDIT COMMITTEE CHARTER

March 2025

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1. OVERVIEW

The Credit Committee (Committee) is an advisory committee established by Housing Australia's Chief Executive Officer (CEO) in relation to the provision of financing by Housing Australia.

As a corporate Commonwealth entity, Housing Australia conducts its financing activities in accordance with the requirements of the Housing Australia Act 2018 (Act) and the directions given by its responsible Minister under the Housing Australia Investment Mandate Direction 2018 (Investment Mandate). Its functions (prescribed by the Act) include the making of loans to eligible recipients.

This Charter governs the functions and responsibilities, powers and operations of the Committee and its members.

2. PURPOSE

The Committee's purpose is to assist Housing Australia's Executive and/or any person or body who from time to time holds the necessary power to approve the making or administration of a loan (Approver) to effectively discharge their duties by providing challenge, oversight and guidance in relation to:

- the objectives and requirements of the Act and Investment Mandate; and
 - Housing Australia's Board-approved strategy, policy and guidelines,
- so far as they relate to the making or administration of loans.

3. FUNCTIONS AND RESPONSIBILITIES

The duties and responsibilities of the Credit Committee include:

- reviewing and making recommendations to the CEO (via the Chair of the Credit Committee) on the creditworthiness of an applicant, with regard to the Housing Australia Risk Appetite, Credit Policy, any other lending parameters set by Board from time to time and the requirements of the Housing Australia Investment Mandate;
- reviewing and making recommendations on the ability of a of the applicant to service the Housing Australia loan and the appropriateness of the loan structure, including the capital structure;
- reviewing and making recommendations on the quality of security available from the applicant;
- working with the credit team to consider the impact that a particular finance application will have on the credit risk profile of the portfolio overall and Housing Australia's Credit Policy and credit risk appetite;

- providing feedback to the credit team on the operation of Housing Australia's credit risk management framework, credit exposure limits and/or Credit Policy;
- ensuring all recommendations and decisions made by the Committee have regard to the objectives and requirements of the Housing Australia Act 2018 (Cth) and Housing Australia's Investment Mandate,

4. POWERS

The Committee has an advisory role and does not have any power to commit Housing Australia to a financing (or other) decision. It may:

- endorse;
- not endorse; or
- defer the endorsement of,

any Recommendation (including doing so subject to the satisfaction of specified conditions).

5. MEMBERSHIP

Chair

The Chief Risk Officer (including any person appointed to act in that role) will act as the chair of the Committee (Chair). In the absence of the Chair, the CEO or, (in the absence of a CEO) the other Committee members, may elect another member to act as the chair of the Committee.

Committee members

The Committee will consist of the Chair and at least 2 but no more than 5 other permanent members appointed by the CEO from time to time.

Additional temporary members may be appointed by the CEO from time to time for a maximum term of [6 months in any 12-month period], to provide additional support where necessary (for example, where conflicts of interest or availability issues impact the ability to achieve a quorum or convene a meeting within a reasonable timeframe).

Members of the Committee must either be Housing Australia employees (who will serve under the terms of their existing contract of employment), or external consultants appointed for a term under a contract for services with Housing Australia.

Members of the Committee must have the appropriate qualifications, knowledge, skills and experience

to perform the functions and responsibilities of the Committee, including in one or more of the following areas:

- property acquisition, development and financing;
- infrastructure financing;
- assessment of financing applications;
- social and affordable housing financing (which may include crisis and transitional housing);
- environmental, social and governance principles
- previously held a credit delegation of equivalent size to transactions being presented.

6. MEETINGS

Convening and conduct of meetings

The Committee will hold such meetings as are necessary for the efficient performance of its functions. Meetings may be held in person or via electronic means or by a combination of both.

The Chair may convene a meeting at any time at reasonable notice. A meeting may also be convened at the request of the CEO. The CEO is entitled to attend as a nonvoting member of the Credit Committee.

The Chair will be responsible for determining the appropriate representation at meetings of the Committee, and may (having regard to the matters to be considered at that meeting) elect to convene a meeting of some but not all Committee members (Selected Members), provided that:

- sufficient Selected Members are invited to constitute a quorum (excluding any Selected Members who have a material personal interest in a matter or are otherwise not permitted to be present during deliberations (or to take part in any decision) of the Committee at that meeting); and
- each Selected Member has the appropriate qualifications, knowledge, skills and experience to perform the functions and responsibilities of the Committee required to be performed at that meeting.

Members who are not invited to attend a meeting will not be responsible for decisions made by the Committee at that meeting.

Non-Credit Committee members may attend meetings at the discretion of the Chair but will not be entitled to participate in any Committee decisions.

Quorum

A quorum will comprise 3 Committee members. However:

- if a member has a material personal interest in a matter or is otherwise not permitted to be present during deliberations (or to take part in any decision) of the Committee with respect to a particular matter; and
- When the member leaves the meeting concerned there is no longer a quorum present, the remaining members at the meeting constitute a quorum for the purpose of any deliberation or decision at that meeting with respect to that matter.

Decisions of the Committee

Any matters arising at a meeting of the Committee must be determined by a resolution passed by a majority of votes of those present and entitled to vote except that, for a Recommendation to be endorsed for approval by an Approver, all Committee members present and entitled to vote are to reach unanimous consensus.

Circular resolutions

The Committee may make decisions without meeting by way of circular resolution provided that:

- all members (or such Selected Members as determined by the Chair in accordance with paragraph 6 above) receive reasonable notice of the proposed decision, including relevant information, or reasonable efforts were made to provide such notice and information to such members; and
- A simple majority of members to whom such notice and information was provided indicate agreement with the decision in writing (including by email), to the Chair and/or Secretary.

A member will not be entitled to vote on a decision by way of circular resolution if that member would not have been entitled to vote had that decision been considered in a meeting.

The Committee must keep a record of decisions made by way of circular resolution.

Agenda, papers and minutes

A secretary for the Committee (Secretary) will be appointed by the Chair. The process for preparing the agenda, papers and minutes of the Committee will be managed by the Chair and Secretary. All papers submitted to the Committee must be made available to the Chair for review before presentation to the Committee.

Appropriately detailed minutes of each Committee meeting are to be prepared by the Secretary and

promptly issued to all members for review and approval.

The Chair will keep the CEO informed of any material matters considered by the Committee.

Minutes or relevant extracts from them relating to a matter considered by the Committee must be provided to the CEO and any Approver upon request.

Access

Any member of the Committee may have access to any senior employee or consultant of Housing Australia and may seek any information that it requires from such employee or consultant to discharge its functions and responsibilities. The Chair will be responsible for coordinating such access.

Conduct of members

Committee members must, in carrying out their functions and responsibilities:

- uphold the values espoused by Housing Australia and abide by the Housing Australia Code of Conduct and any other Housing Australia policies as may be expressed to apply to them from time to time; and
- act in accordance with the duties and obligations imposed by the *Public Governance, Performance and Accountability Act 2013* (Cth) and other applicable laws.

Review of the Charter

The CRO will review the terms of this Charter biennially (or otherwise at the request of the CEO) and recommend it to the CEO for approval.

7. DOCUMENT VERSION DETAILS

VERSION ID	DATE	REMARKS
1.0	December 2022	Document creation
2.0	March 2025	Document review and update by CRO

8. DOCUMENT APPROVAL

VERSION ID	POSITION	APPROVER
1.0	December 2022	CEO
2.0	March 2025	CEO