

OUTLIERS RISK MANAGEMENT CENTRE™

Risk Committee Charter

Mandate, composition and operation of the Risk Committee

Risk Committee · Access Tier T2 · Flagship Edition 2026

Publication-ready resource for the Outliers Resource Library

1. Purpose

The Risk Committee assists the board in overseeing the risk management framework, the risk profile, risk appetite and the effectiveness of risk controls.

2. Composition & Meetings

| Item | Provision |
|------------|---|
| Membership | Minimum three non-executive directors; majority independent |
| Chair | Independent non-executive director (not the board chair) |
| Attendees | CRO, CFO; others by invitation (CISO, Head of Compliance, Internal Audit) |
| Frequency | At least quarterly |
| Quorum | Two members |

3. Responsibilities

- Review and recommend the risk management framework and policy to the board
- Recommend the risk appetite and monitor the profile against it
- Review the top risks, KRIs, breaches and emerging risks
- Oversee key risk domains (financial, operational, cyber, fraud, compliance, ESG)
- Review the effectiveness of risk controls and assurance
- Oversee crisis preparedness and business continuity
- Review material risk events, incidents and losses
- Report to the board after each meeting

4. Authority

The Committee may obtain any information it requires, access management and assurance providers, and commission independent advice.

5. Reporting

The Committee Chair reports to the board after each meeting and the Committee's effectiveness is reviewed annually.

6. Annual Agenda (illustrative)

| Quarter | Focus |
|---------|---|
| Q1 | Appetite review; prior-year risk effectiveness; cyber deep-dive |
| Q2 | Financial & operational risk; emerging-risk horizon scan |
| Q3 | Fraud & compliance; business continuity & crisis readiness |
| Q4 | ESG/climate risk; plan & budget risk; committee self-assessment |

Disclaimer

This toolkit is a professional management resource, not legal, regulatory or audit advice. Calibrate scoring scales, appetite, limits and governance to your organisation, sector and applicable regulation. Sector-specific requirements (e.g. prudential, data-protection, HSE) must be confirmed against current local regulation.