

ESG Committee Charter 2026 (Adoptable Template)

Publication-ready charter for adoption by the Board. Calibrate the bracketed values to your governance instruments.

1. Purpose

The Committee assists the Board in discharging its responsibilities for ESG and sustainability strategy, performance, risk, reporting and assurance, consistent with applicable law, NCCG 2018, ISSB IFRS S1 and S2, GRI Standards and ISSA 5000.

2. Membership

At least [three] non-executive directors, the majority of whom shall be independent. The Chair shall be an independent non-executive director with demonstrable ESG or climate expertise. CEO, CFO, CRO and CSO attend by invitation; the Committee meets in private session at least annually.

3. Authority

Direct access to management, internal audit, external auditors and the assurance provider; authority to commission independent advice; unrestricted access to information and documents.

4. Responsibilities

- Recommend ESG strategy, material topics, targets and the transition plan to the Board
- Review the ESG dashboard and progress against targets quarterly
- Oversee double materiality, climate scenario analysis and stress testing
- Recommend the annual sustainability disclosure and ISSA 5000 assurance scope
- Oversee ESG disclosure controls, judgements and connectivity with the financial statements
- Review investor, regulator and stakeholder feedback and ESG ratings movements

5. Meetings

At least four times per year. Quorum is two members. Agenda and papers circulated at least [five] working days ahead; minutes circulated to the Board.

6. Reporting lines

The Chair reports to the Board after each meeting and provides a written annual report to shareholders within the corporate governance section of the Annual Report.

7. Review

This charter shall be reviewed annually and amended subject to Board approval.