

OUTLIERS ESG & SUSTAINABILITY CENTRE™

# ESG Committee Charter

Terms of reference for the board ESG / Sustainability Committee

Board / ESG Committee · Flagship Edition 2026

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## 1. Purpose

The ESG (Sustainability) Committee assists the board in overseeing the organisation's ESG strategy, performance, risk and disclosure. This charter is a template; confirm composition and authority against the board's governance framework and applicable requirements (referenced by name).

## 2. Authority

- Oversee ESG strategy, targets and performance.
- Oversee climate strategy, transition and ESG/climate risk.
- Oversee ESG disclosure and assurance.
- Request information and access management and advisers.
- Make recommendations to the board.

## 3. Composition

Item	Provision
Members	[number] non-executive directors
Chair	Independent non-executive director
Quorum	[number] members
Attendees	CSO, CFO, CRO by invitation
Secretary	Company Secretary

## 4. Responsibilities

Area	Responsibility
Strategy & materiality	Review ESG strategy and material topics
Climate	Oversee climate strategy, transition and targets
Performance	Monitor ESG KPIs and targets
Risk	Oversee ESG and climate risk
Disclosure	Review and recommend ESG disclosures
Assurance	Oversee ESG data quality and assurance

## 5. Meetings & Reporting

The Committee meets at least [quarterly]. It reports to the board after each meeting and reviews its terms of reference annually.

## 6. RAG Reporting Example

Area	Status	Commentary
ESG strategy	Amber	[commentary]
Climate & net zero	Amber	[commentary]
ESG risk	Amber	[commentary]
Disclosure	Amber	[commentary]

### Notes & Disclaimer

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