

Corporate Governance Statement 2022

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The Commonwealth Bank of Australia (CBA or Bank) is committed to continuously improving our governance practices and ensuring that they are aligned with our business and stakeholders' needs. Effective corporate governance is key to the Bank's ability to deliver on our purpose and strategy. The Board's role is to represent shareholders by setting the Bank's strategic direction and instilling a culture that is reflective, risk aware and accountable to achieve stakeholder outcomes that are fair and balanced.

This Statement describes the key governance arrangements and practices of the Bank and its related bodies corporate (Group). CBA has followed the fourth edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (ASX 4th Edition) for the reporting period ending 30 June 2022. The Group must comply with the *Corporations Act 2001* (Cth) (Corporations Act), the *Banking Act 1959* (Cth) including Part IIAA of the Banking Executive Accountability Regime (BEAR) amongst other laws, and, as an authorised deposit-taking institution, with governance requirements prescribed by the Australian Prudential Regulation Authority (APRA) and Prudential Standard CPS 510 Governance. The Group's main business activities are also subject to industry codes of practice, such as the Australian Banking Association Banking Code of Practice.

The Board regularly reviews and refines its corporate governance arrangements and practices in light of new laws and regulations, evolving stakeholder expectations and the dynamic environment in which the Group operates.

This Statement has been approved by the Board and is current as at 10 August 2022.

Governance Framework

CBA Board

Sets the strategic objectives and risk appetite of CBA, and oversees management.



CEO

Accountable for the day-to-day management of CBA and execution of our strategic priorities.

Executive Leadership Team

Accountable for making specific recommendations to the CEO and agreeing common actions addressing strategy, business performance, people leadership and culture, and risk and compliance management and control.

Our people

Responsible for adhering to the standards of behaviour, actions and decisions set out in the Code of Conduct and delivering for our customers.

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Board of Directors



Catherine Livingstone AO
Chairman and Independent
Non-Executive Director



Matt Comyn
Managing Director and
Chief Executive Officer



Shirish Apte
Independent Non-Executive
Director



Genevieve Bell AO
Independent Non-Executive
Director



Julie Galbo
Independent Non-Executive
Director



Peter Harmer
Independent Non-Executive
Director



Paul O'Malley
Chairman-elect and
Independent Non-Executive
Director



Simon Moutter
Independent Non-Executive
Director



Mary Padbury
Independent Non-Executive
Director



Anne Templeman-Jones
Independent Non-Executive
Director



Rob Whitfield AM
Independent Non-Executive
Director

Full biographies are available on our website at commbank.com.au/ourcompany.

The Bank's Governance Framework is based on accountability, effective delegation and adequate oversight to support sound decision-making.

The Board is responsible for setting the strategic objectives and risk appetite of the Bank, and approves the Group's Code of Conduct, to set the Board's expectations for the Group's values and desired culture.

The Board delegates certain powers to Board Committees to help it fulfil its roles and responsibilities. The Board also appoints the Chief Executive Officer (CEO). The Board has delegated the management of the Bank to the CEO, except for those matters specifically reserved to the Board or its Committees. The CEO, in turn, may, and has, delegated some of these powers to Group Executives and other officers under instruments of delegation. The CEO is accountable to the Board for the exercise of the delegated powers and management's performance.

The key functions of the Board and its Board Committees are outlined in this Statement. Copies of the Board and Board Committee Charters can be found on our website at commbank.com.au/corporategovernance. The Board may form other committees, at its discretion, to undertake specific duties from time to time.

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Our Purpose, Values and Culture

Purpose and values

The Bank's purpose is to build:

A brighter future for all

We are guided by our values of Care, Courage and Commitment:

Care

We care about our customers and each other – we serve with humility and transparency

Courage

We have the courage to step in, speak up and lead by example

Commitment

We are unwavering in our commitment – we do what's right and we work together to get things done

Our purpose and values are reinforced across the Bank through various communication channels, policies, processes and learning and development initiatives. Conduct is formally assessed with respect to the Bank's values, risk and key performance indicators during employee performance reviews.

During the 2022 financial year, other mechanisms to reinforce the Bank's purpose and values included:

- launching and embedding our new purpose through regular targeted employee communications and experiences;
- a continued focus on senior leader role-modelling and authentic communication to send consistent cultural cues through tone, language, expectations and behaviour;
- a focus on unifying, empowering, developing and connecting leaders across the Bank through an ongoing series of quarterly and bi-annual leader forums;
- providing broader context on the Bank's strategy, operations and external environment through the CEO's fortnightly CommBank Live online interview and question and answer sessions available to all employees;
- performing a progress check assessment of our organisational culture (including risk culture) to ensure continued alignment to the strategy and our values; and
- amplifying values stories and examples through employee recognition programs, both through our everyday Legends Program and through quarterly and annual Excellence Awards.

Culture

The Bank remains focused on shaping an evolving culture that supports the achievement of business strategies, including sustaining our focus on risk culture to enable better outcomes for our customers and stakeholders. The Board acknowledges that community confidence and trust in the Bank continues to depend on this, and this has been particularly apparent during the Bank's response to the COVID-19 pandemic, and more recently, the east coast floods.

The Board recognises that, together with management, it has a critical role in setting the cultural tone of the Bank, and it guides the Bank's culture through the CEO. Our culture, anchored in our values of Care, Courage and Commitment, is instilled and reinforced by the Executive Leadership Team.

Culture is specifically assessed on a stand-alone basis. Risk culture assessment and overall organisational culture assessment are reviewed as part of strategy discussions. In addition, the Board monitors culture and cultural change initiatives by leveraging data and insights provided from a range of resources including employee culture and engagement surveys, strategic metrics and focus groups, as well as audit reports, compliance reports and whistleblower reports.

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Policies

Policies play a vital role in guiding decision-making and conduct across the Group. The Bank remains focused on enhancing the Group's policy framework to ensure our policies and supporting procedures are fit for purpose.

Code of Conduct

The Group's Code of Conduct (Code) sets the standards of behaviour, actions and decisions expected of our people when engaging with, and balancing the interests of, the Bank's stakeholders. The Code connects our purpose and values with a 'Should We?' test, to help deliver the right outcomes for all stakeholders. Following the Code is mandatory and applies to everyone in the Group, including Board members, employees and contractors. The Code guides our decision-making, sets clear boundaries, and provides a roadmap for getting help when we run into unanticipated challenges. Material breaches of the Code are reported to the relevant Committee. Consequences for staff not complying with the Code may include termination of employment. The Code is available on our website at commbank.com.au/policies.

Environmental and Social Policy

The Group's Environmental and Social Policy outlines our commitment to managing Environmental and Social responsibilities, including climate change, human rights and modern slavery. During the 2022 financial year, the Group further embedded our revised Environmental and Social Policy, which came into effect in August 2021.

✦ For more information about our approach to ESG, refer to pages 20–41 of the [2022 Annual Report](#).

For more information about the Group's material risks, including its environmental and social risks, refer to page 52 of the [Annual Report](#). For more information about how the Group seeks to manage its environmental risks, refer to pages 28–39 of the [Climate Report](#).

The Group regularly assesses and discloses our Climate-related progress, performance and the Group's plans in line with the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD). This includes climate-related governance, strategy, risk management, metrics and targets.

In addition, we outline our progress and commitments against social objectives including through our annual Modern Slavery and Human Trafficking Statement and our Reconciliation Action Plan and associated reporting. Our reports are available on our website at commbank.com.au/sustainabilityreporting.

Anti-Bribery and Corruption

The Group is committed to embedding a zero appetite culture for bribery, corruption and facilitation payments. An Anti-Bribery & Corruption (AB&C) framework, comprising a Group AB&C Policy and Standard, has been created to:

- formally acknowledge the serious nature of bribery and corruption;
- prohibit the giving, receiving or offering of bribes, facilitation payments or other improper benefits to/from another person, including public officials;
- identify potential risks and appropriate controls relating to key bribery and corruption risk areas such as the offering or accepting of gifts and entertainment; sponsorships and donations; hiring opportunities as well as the engagement of third party service providers who may act for, or on behalf of, the Group;
- require all parts of the Group to identify and understand the bribery and corruption risks relevant to their operations, and implement appropriate controls; and
- outline the requirements for escalating and reporting Group AB&C Policy breaches.

Material breaches of the policy must be reported to the Risk & Compliance Committee and will be reported to the Audit Committee if the matter is raised under the SpeakUP Program. The Group AB&C Policy is available on our website at commbank.com.au/policies.

Whistleblower Protection

The Group is committed to fostering a culture where our people and others feel safe to speak up on matters or conduct that concerns them. The Group Whistleblower Policy provides clarity on how the Group will support and protect our people and others to express their concerns, as well as the manner in which concerns can be raised and will be managed.

The Group has:

- a Whistleblower Protection Officer whose role includes overseeing the protection of whistleblowers, including their wellbeing;
- SpeakUP services (including online and independently provided telephone and email services) that provide avenues for individuals to raise concerns, including anonymously; and
- a Misconduct Governance Committee that oversees the effectiveness of the whistleblower program.

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The Audit Committee is provided with regular reporting on the operation of the whistleblower program, including material matters reported under the Group Whistleblower Policy. The reporting takes into account legislative constraints surrounding both whistleblower protection and confidentiality.

The Group Whistleblower Policy is available on our website at commbank.com.au/policies.

Inclusion and Diversity

The Group Inclusion and Diversity Policy outlines our approach and commitment to inclusion and diversity. The policy states the principles our employees and senior leaders are expected to work towards to deliver a workplace that is safe, accessible and inclusive, where everyone feels valued and respected.

Under the policy, and in accordance with the Board Charter, the Board is responsible for approving the Group's Inclusion and Diversity Policy, and setting, and annually assessing, measurable objectives in relation to diversity and progress against achieving them (in conjunction with the Nominations and People & Remuneration Committees). Further details about these objectives are set out on [page 10](#) of this Statement and pages 29–30 of the [2022 Annual Report](#).

The Group Inclusion and Diversity Policy is available on our website at commbank.com.au/policies.

Conflicts Management

The Group Conflicts Management Policy is designed to ensure that actual, perceived or potential conflicts of interest are identified, managed or prevented. The policy and associated procedures outline the organisational and administrative arrangements in place to support the identification and management of conflicts of interest.

Securities Trading

The Group Securities Trading Policy sets out when our people and their associates may deal in securities, including Group securities.

The policy prohibits dealing in securities when in possession of inside information. It also prohibits certain specified persons and their associates from dealing in Group securities except during limited 'trading windows'.

The policy also sets out the Bank's prohibition on hedging or otherwise limiting economic exposure to equity price risk in relation to unvested equity-linked remuneration issued under any Group equity arrangement.

The Group Securities Trading Policy is available on our website at commbank.com.au/corporategovernance.

Fit and Proper

The Group Fit and Proper Policy addresses the requirements of APRA's Prudential Standards CPS 520 Fit and Proper and SPS 520 Fit and Proper. The Policy requires all persons appointed to a Responsible Person role (including CBA Directors) to satisfy the fit and proper requirements prior to their initial appointment, and to be re-assessed regularly, or at any time when information that may affect their fit and proper status becomes known.

Entity Governance

The Board has adopted a suite of entity governance policies and associated documents which includes the following:

1. Group Board Appointment, Renewal and Performance Policy, which sets out the standards for the appointment, renewal, evaluation, performance and removal of Directors to the Board and other boards within the Group;
2. Group Policy Framework Policy, which sets out the requirements for the development and maintenance of policies, standards and procedures across the Group, to ensure these documents are clear, consistent, fit for purpose, operationalised and well governed;
3. Group Subsidiary Governance Policy, which outlines the corporate governance practices and principles that apply to Group Subsidiaries and other entities nominated by the Board, including director and officer responsibilities, and board governance and information flow; and
4. Minority Interests Policy, which sets out the approach for the management and governance of Minority Interests (entities in which the Group has a minority, non-controlling interest).

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Risk Management and Assurance

The Group monitors and manages its exposure to financial, non-financial and strategic risks, and is committed to having risk management policies, processes and practices that support a high standard of risk governance whilst enabling management to undertake prudent risk-taking activities.

Risk Management Framework

The Group's Risk Management function designs and oversees the Group Risk Management Framework for managing the Group's material risk types.

The Group Risk Management Framework covers the systems, structures, policies, processes and people that identify, measure, evaluate, monitor, report and control or mitigate both internal and external sources of material risk. It incorporates three key documents:

- Group Strategy, which articulates the Group's approach to implementing its strategic objectives through the Business Plan;
- Group Risk Appetite Statement (RAS), which articulates the type and degree of risk the Board is prepared to accept, and the maximum level of risk that the Group must operate within; and
- Group Risk Management Approach (RMA), which describes the Group's approach to ensuring comprehensive management of its risks in support of achieving its strategic goals and objectives.

The Board is ultimately responsible for the Group Risk Management Framework and for overseeing its operation by management. As required under APRA's Prudential Standard CPS 220 Risk Management, the Board:

- approves the Group RAS and the Group RMA, and requires consistency of developed policies and processes;
- ensures that the Group Risk Management Framework is subject to external review every three years;
- receives regular management reporting to monitor that material risks are managed within approved appetite;
- forms a view on the risk culture of the Group and oversees relevant improvement action plans; and
- makes an annual Risk Management Declaration (RMD) to APRA that is signed by the Chairs of the Board and the Risk & Compliance Committee on the adequacy of design and operating effectiveness of the Group Risk Management Framework.

As part of its consideration of the RMD, the Board regularly makes appropriate enquiries to satisfy itself that in all material respects the Group Risk Management Framework is effective and appropriate to the Group. The most recent RMD was provided to APRA in October 2021.

✚ For more information, refer to pages 50–55 of the [2022 Annual Report](#).

Remedial Action Plan

In May 2018, APRA's Prudential Inquiry released a report outlining shortcomings in governance, culture and accountability at the Bank. The report was constructive and fair and the Bank accepted all of the 35 recommendations. APRA endorsed the Bank's comprehensive Remedial Action Plan in 2018. The plan outlined the actions we would take to improve risk management capability and deliver better outcomes for our customers.

Addressing the findings of the Inquiry Report was a key focus of the Board and management. As at 30 September 2021, all Prudential Inquiry Remedial Action Plan milestones have been assessed as complete and effective and all recommendations as closed.

The independent reviewer, Promontory has said:

- There is now clear and committed leadership from the top in managing non-financial risk;
- The shift in the Bank's thinking on customer outcomes was little short of transformative;
- Accountabilities have been sharpened;
- There has been considerable improvement in the ownership and understanding of non-financial risk by business units and support units;
- There is much clearer and stronger focus on ensuring good customer outcomes and the 'Should We?' question has become an integral part of the Bank's everyday conversations; and
- Challenge is not only a constant feature of meetings and forums, it is welcomed.

Completing the Remedial Action Plan was a significant milestone. Promontory reflected that, it was 'one of the most comprehensive, if not the most comprehensive, reforms of corporate culture in recent Australian memory'. Our strategy – building tomorrow's bank today for our customers – will continue to drive our focus to sustain the changes made. Monitoring these changes has been instrumental in identifying improvement and simplification opportunities. Our focus remains on building upon commitments and the progress we have made to date.

✚ For more on the Bank's response to the Prudential Inquiry Report, refer to page 19 of the [2022 Annual Report](#), and our website at commbank.com.au/APRA

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Internal Audit

Group Audit & Assurance (GA&A) is the Internal Audit function of the Group, also called the 3rd Line of Accountability (3LoA or Line 3). Its role is to provide independent and objective assurance and related consulting services to management, as well as the Audit, Nominations, Risk & Compliance, and People & Remuneration Committees.

GA&A is structured to be independent of management, with the most senior GA&A executive, the Group Auditor, reporting directly to the Audit Committee Chair. The Audit Committee holds regular discussions with the Group Auditor in the absence of management. The Group Auditor may only be appointed or dismissed with the Audit Committee's approval. The Group Auditor has free and unrestricted access to all of the Group's information, people, property and records to discharge GA&A's role. In major offshore subsidiary entities, local audit teams operate with a direct reporting line to local Board committees.

GA&A operates under a separate Charter approved by the Audit Committee, conducts its activities in line with local accounting and regulatory standards and adheres to the Institute of Internal Auditors' International Professional Practice Framework, including the Core Principles for the Professional Practice of Internal Auditing and the Definition of Internal Auditing. GA&A is also subject to external review every three years.

GA&A's responsibilities include:

- developing a risk-based annual Group internal audit plan for the Audit Committee's approval and adjusting that plan where necessary to reflect current and emerging risks;
- executing the audit plan in line with approved audit methodologies and reporting the results of its work to management, the Audit Committee and, where appropriate, to the Risk & Compliance Committee; and
- escalating to management, and the Audit Committee or Risk & Compliance Committee, as appropriate, instances where GA&A believes that management has accepted a level of risk in excess of the business area's approved risk appetite. The Group Auditor also monitors and reports on progress in addressing significant control and risk issues.

External Auditor

PricewaterhouseCoopers (PwC) was appointed as the Group's External Auditor (External Auditor) at the 2007 Annual General Meeting (AGM). The External Auditor provides an independent opinion on whether, among other things, the Group's financial report provides a true and fair view of the Group's financial position and performance.

Matthew Lunn, was appointed as the lead audit partner effective from 1 July 2017. In line with legislation promoting auditor independence, the Group requires rotation of PwC's lead audit partner after the audit of five successive financial years. Elizabeth O'Brien assumed the lead audit role on 1 July 2022.

The lead audit partner holds regular discussions with the Audit Committee without management present. The External Auditor attends the AGM and is available to respond to shareholder questions on any matter that concerns them in their capacity as auditor. The Group and its External Auditor must comply with Australian and United States auditor independence requirements. United States Securities and Exchange Commission rules apply to various activities the Group undertakes in the United States, even though the Bank is not registered under the US Exchange Act. A statement of the Board's satisfaction that the non-audit services provided by PwC did not compromise the auditor independence requirements is provided in the Directors' Report, within the [2022 Annual Report](#).

CEO and CFO Declarations

Before the Board approved the Group's half-year and full-year financial statements for 2022, the CEO and CFO provided the Board with written declarations that, in their opinion:

- the Group's financial records have been properly maintained in accordance with the Corporations Act;
- the financial statements and notes comply with the accounting standards and give a true and fair view of the Group's financial position and performance; and
- the declarations are formed on the basis of a sound system of risk management and internal control, which is operating effectively.

Stakeholders

The Bank works closely and constructively with our wide range of stakeholders which allows us to understand the issues that matter most to them. We build partnerships and seek the views of various groups through forums such as our CEO Advisory Panel, Community Council, Indigenous Advisory Council, Aboriginal and Torres Strait Islander Community of Practice, and Next Chapter Community of Practice (which focusses on our work to end domestic and financial abuse in Australia). We also work collaboratively with government representatives and industry groups, for example the Australian Sustainable Finance Institute (ASFI), Australian Climate Leaders Coalition (CLC), Net-Zero Banking Alliance (NZBA), Partnership for Carbon Accounting Financials, Business Council of Australia (BCA), UN Global Compact Network Australia and the Australian Banking Association (ABA) to consider societal issues and drive systemic change.

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Customers

The Bank has a dedicated Customer and Community Advocacy team. This team represents the voice of the customer and community within the Bank to improve customer outcomes. They do this by working with the business to:

- improve accessibility and financial inclusion by removing barriers to banking;
- find-and-fix issues that could have a negative impact on customers, including by identifying and eliminating systemic issues/themes;
- provide a helping hand to customers in vulnerable circumstances and being an escalation point for frontline staff;
- improve customer advocacy in decision-making; and
- restore relationships between our people, our customers and our community, particularly through complaint resolution.

The Bank engages with our customers and the community through feedback channels, surveys and workshops, customer representative bodies, and community-based engagement.

Community

We are committed to making a positive contribution to the communities in which we serve, live and work.

To deliver sustainable outcomes and financial wellbeing for our stakeholders, first we must understand the expectations of the communities in which we operate.

We have a program of regular and ongoing engagement with members of the community, through a variety of channels, and use the insights we gain to improve our products and services. This in turn allows us to deliver better outcomes for our customers.

During the 2022 financial year, the Bank made cash contributions of \$30 million into the community.

We are committed to supporting our local communities through challenging times, and in response to flooding across Australia's east coast, we raised \$2.8 million through donations and dollar matching for the CanGive Flood Appeal. We also provided over 200 grants of up to \$10,000 each to a range of schools, not for profits, sports clubs and community facilities to support relief and recovery efforts.

We also empower our people to make a difference to the local communities in which they live and work. Through the Commbank Staff Foundation, one of Australia's largest workplace giving programs, we provided \$3 million in \$10,000 community grants to organisations that our employees care about the most.

Our People

The People & Remuneration Committee assists the Board to discharge its responsibilities on matters relating to organisational culture, inclusion and diversity, and the health, safety and wellbeing of our people.

A copy of the Charter is available on our website at commbank.com.au/corporategovernance.

The Bank is committed to:

- building an inclusive and diverse culture;
- supporting flexible work practices;
- providing our people, regardless of their gender, age, sexual orientation, ethnicity or other identities, characteristics or experiences, with access to paid leave and other support to assist them with caring and family responsibilities; and
- rewarding our people appropriately.

Our Commitment to Reconciliation

The Bank has a long track record of supporting programs that promote social, economic and financial inclusion for First Nations communities, with 2022 being the 20th anniversary of our involvement in the School-Based Traineeship program, providing invaluable and practical career support for Aboriginal and Torres Strait Islander youth across Australia.

We have had a Reconciliation Action Plan (RAP) since 2008, and in 2016 our RAP was granted 'Elevate' status – a privilege that we have retained to 2022.

Our most recent RAP covers the period from FY20–22. This RAP set out 14 focus areas where we have committed to taking meaningful action including three with set targets in line with minimum expectations for all Elevate RAPs: Indigenous careers, Indigenous procurement and cultural capability.

The RAP implementation and reporting is supported by our Indigenous Advisory Council, consisting of an independent First Nations Chair, four other external First Nations members, a First Nations employee representative, and CBA senior leaders.

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Building an Inclusive and Diverse Culture

The Bank is building an inclusive culture that embraces the diversity of our people, customers and communities and role models reconciliation. We want our people to feel respected, safe and included at work.

The Bank's Inclusion and Diversity strategy is evidence-based and centres around three pillars: foster care, equality and respect; strengthen courageous, inclusive decision-making; and amplify impact and deliver on our commitments. The strategy is grounded in prevention and addresses the stereotypes and assumptions inherent in behaviours and decision-making by promoting inclusive and respectful behaviours. It focuses on actions that influence our culture through policy, leadership, reporting, measurement and listening, transparency and education. The Bank's Inclusion and Diversity strategy is available on our website at commbank.com.au/diversity.

Respect Lives Here Program

The Bank introduced Respect Lives Here, a prevention initiative designed to help us build a shared understanding of respectful and disrespectful behaviours at work, the impacts they have, and the practical actions our people can take to be effective bystanders when they see or hear something that does not feel right.

Respect Lives Here was informed by the lived experiences of our people, and draws on the evidenced-based work of Our Watch, Griffith University and the University of New South Wales. Through education and leader-led discussions, Respect Lives Here addresses the attitudes, behaviours and standards that enable our people to foster a positive team culture and prevent harmful behaviours, such as sexual harassment or marginalisation at work.

Gender Diversity

The Nominations Committee assists the Board with setting and approving measurable objectives for gender diversity in the composition of the Board and the boards of key operating subsidiaries. The People & Remuneration Committee assists the Board with setting measurable objectives for gender diversity applicable to the workforce more broadly, including senior executives.

The measurable objective for the composition of the Board is to maintain at least 40% female membership, 40% male membership and 20% of any gender that holds the relevant skills and experience. As at 30 June 2022, women represented 45% of the Board.

The measurable objective set for the composition of the Bank's workforce generally is to maintain no less than 50% female representation. As at 30 June 2022, women represented 55.2% of the Bank's workforce overall.

We expect our People Leaders to build diverse teams and this is reflected in their (Board approved) Key Performance Indicators to drive positive action towards our gender equality goals. Quarterly inclusion conversations are one of the ways in which our General Managers and above regularly review gender diversity for their teams and identify actions for improvement. To inform these conversations we equip them with data insights including the gender ratios at each role level and the gender breakdown of new hires and departures from the Group. The Group's Inclusion Forum, monitors the Group's progress towards achieving our gender equality goals, informs the development of inclusion conversations and discusses outcomes from those conversations. The Inclusion Forum is co-chaired by two Group Executives and includes other senior leaders of the Bank.

We participate in the Bloomberg Gender-Equality Index as our primary benchmark for tracking our progress in advancing gender equality for our people, our customers, and the community. This year, we were one of 418 companies worldwide to be included in the 2022 Bloomberg Gender-Equality Index.

The measurable objective set for the composition of our Senior Executive¹ role levels is to achieve 47–50% female representation by 2025. To support leadership accountability for this measurable objective, progress is evaluated against internal milestones set at a Business Unit level. As at 30 June 2022, women represented 43.1% of Senior Executives.

We disclose the gender breakdown of our workforce in our Annual Report.

✦ For more information, refer to page 45 of the [2022 Annual Report](#). A copy of our WGEA reports² can be found on our website at commbank.com.au/diversity

Cultural Diversity

The People & Remuneration Committee assists the Board with setting measurable objectives for cultural diversity. Our progress is measured through our Cultural Diversity Index (CDI).

✦ For more information, refer to page 45 of the [2022 Annual Report](#), and our website at commbank.com.au/diversity

1 For the purposes of reporting against our measurable objectives, Senior Executives is defined as roles at the level of Executive Manager and above. This is the percentage of roles at the level of Executive Manager and above filled by women, in relation to the total headcount at these levels as at 30 June. Headcount captures permanent headcount (full-time, part-time, job share, on extended leave), and contractors (fixed term arrangements) paid directly by the Group, excluding ASB.

2 2022 Workplace Gender Equality Agency public report for the CBA submission group, which includes Commonwealth Bank of Australia, BWA Group Services Pty Ltd (Bankwest), Commonwealth Securities Limited and Commonwealth Insurance Limited.

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Employee Networks

The Bank's employee-led networks play a vital role in creating an inclusive culture. They do this by elevating the voices of our people to ensure their experience at work is heard, promoting respect and inclusion on days of significance, and supporting the Group Inclusion and Diversity strategy and action plans, which includes partnering with community organisations and academic experts to inform our approach. The six employee-led networks include: WeCAN (gender equality), Advantage (life-stage and age), Yana Budjari (Aboriginal and Torres Strait Islander peoples and cultures), Unity (sexual orientation and gender identity), Mosaic (cultural diversity) and Enable (accessibility and inclusion for people with a disability).

✦ For more on the Group's approach to inclusion and diversity refer to pages 29–30 of the [2022 Annual Report](#).

Flexible Work Practices

As we build a brighter future for all, we continue to refine our patterns of working while finding the right balance for our customers, for teams and for individuals.

We recognise that flexible working comes in many forms and includes both location and time. We want to create an environment where everyone (regardless of gender, location, career aspiration or life stage), feels supported in the choices they make to achieve their optimal work performance and personal responsibilities.

The COVID-19 pandemic, amongst other significant impacts, abruptly disrupted and then reset both how and where our people perform our work and saw a larger proportion of our people working remotely to prioritise their safety, health and wellbeing.

As we returned to the workplace, many of our teams adopted hybrid working, where we complement coming into the workplace with working remotely. We have empowered our leaders to determine how they create safe environments where our people can enjoy their work, collaborate with their colleagues, support our customers and deliver on our strategy.

Supporting Working Parents

We recognise that the sharing of caring responsibilities for families promotes workforce participation. With this in mind, we have been working to ensure that our approach to parental leave and support for carers is gender inclusive, particularly to increase men's access to parental leave.

The Bank offers gender-neutral paid parental leave entitlements with up to 52 weeks superannuation payments for primary carers, 13 weeks paid parental leave and a return-to-work payment.

In the 2022 financial year, 40.6%¹ of employees who commenced a period of parental leave were men. Over half our people are navigating work and family responsibilities, so we are proud to be certified as a Family Friendly Workplace by UNICEF Australia and Parents At Work.

Executive Remuneration and Performance

The People & Remuneration Committee assists the Board to discharge its responsibilities on matters relating to:

- the Group's remuneration strategies, recognition programs, and effectiveness of the Group Remuneration Policy and other people-related policies; and
- remuneration arrangements for non-executive directors of the CBA Board, the CEO and the CEO's direct reports² and Accountable Persons and Responsible Persons of the Bank and Regulated Subsidiaries.

In carrying out its role, the People & Remuneration Committee seeks to ensure that the Bank's people and remuneration practices and recognition programs are aligned to the Group's Remuneration Policy and principles, have regard to performance and financial soundness, satisfy governance, legal and regulatory requirements, encourage behaviours which appropriately mitigate against operational, financial, non-financial, regulatory and reputational risks, and do not reward conduct that is contrary to the Group's values, culture or risk appetite.

✦ For more information on the Bank's remuneration arrangements, refer to the Remuneration Report on pages 86–112 of the [2022 Annual Report](#).

The Bank has a formal process for evaluating the performance of the CEO and the CEO's direct reports² at least twice every reporting period. During the financial year, a preliminary review was undertaken in February and June by the concurrent meeting of the People & Remuneration, Audit, Risk & Compliance and Nominations Committees which evaluated the CEO's performance and his assessment of the CEO's direct reports' performance³. The final assessments were then recommended by the People & Remuneration Committee to the Board for approval in August 2022. The basis on which individuals' performance was evaluated, and remuneration outcomes determined, is summarised in the Remuneration Report on pages 86–112 of the [2022 Annual Report](#).

1 This metric represents the proportion of male employees who commenced a period of parental leave in the 2022 financial year, compared to all employees who commenced parental leave during the same period. This excludes ASB.

2 'CEO's direct reports' refers to all Group Executives (GEs) and excludes those direct reports of the CEO that are not GEs.

3 The ASB Board assessed the performance of the CEO ASB.

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The CEO and the CEO's direct reports¹ have written executive employment agreements which set out the terms and conditions of their employment. The Group undertakes background checks prior to appointing senior executives, and the Group Fit and Proper Policy requires fit and proper assessments for persons appointed to a Responsible Person role, as outlined on [page 6](#) of this Statement.

Gender Pay Equity

We seek to achieve gender pay equity. We continue to have a pay gap between what we pay men and women at similar career levels, as reported on page 45 of the [2022 Annual Report](#). During the 2022 financial year, the gender pay gap has reduced at Executive General Manager level and remained the same at the General Manager, Executive Manager and Manager levels. We review pay equity throughout the year and as part of our annual remuneration review process.

Shareholders

The Bank seeks to provide shareholders with information that is timely, of high quality and relevant to their investments via ASX announcements. We also encourage shareholders to access the latest information on the Bank's strategy, operations and financial performance through our Investor Centre at commbank.com.au/investors. Key updates are provided in the form of ASX announcements, full and half year results, quarterly trading updates, the Annual Report, shareholder letters and the Notice of Meeting. Our Investor Centre also provides access to webcasts, videos, result summaries and FAQs and our shareholders have the option to utilise electronic communication updates.

Our investor relations program facilitates two-way communication between the Bank and shareholders. We are committed to listening and responding to shareholder queries, feedback and surveys. Regular updates are provided to the Board so that it has a good understanding of current shareholder views. The Chairman, CEO, CFO and Group Executives meet with domestic and offshore institutional investors throughout the year. We also engage directly with buy-and sell-side analysts, proxy advisors, the Australian Shareholders' Association and retail stockbrokers.

Shareholders have the opportunity to ask questions and hear directly from the Board at the Bank's Annual General Meeting.

Shareholders are also able to send us communications directly or via our share registry, Link Market Services. Shareholders can contact CBA Investor Relations directly through multiple channels including a dedicated telephone line, by email and post.

Corporate Reporting

The Audit Committee assists the Board to discharge its responsibilities on matters relating to the external reporting of financial information for the Group.

The Group Publicly Issued Documents and Marketing Materials Policy establishes the principles for an approval process for public documents and marketing materials including periodic corporate reports such as the Annual Report, profit announcements, quarterly trading updates and Pillar 3 reports. The policy seeks to ensure:

- that the information included in the relevant document is not inaccurate, false, misleading or deceptive;
- that there are no material omissions in public documents;
- that there are no material omissions in marketing materials which may prevent existing or potential clients or customers from making informed decisions;
- compliance with relevant legislation, regulations, industry codes and standards and the Group's policy framework;
- compliance with our Code of Conduct;
- that a heightened degree of validation of certain public documents and marketing materials is performed; and
- that appropriate approvals are obtained for publicly issued documents and marketing materials in accordance with the policy.

Under the policy, periodic corporate reports require a verification schedule as a means of verifying the accuracy and completeness of the content. The verification schedule allocates the statements within the relevant document to a responsible person, and records the sign-off of that person against the principles stated above. The verification is then provided to an appropriate approver to sign off on the accuracy and completeness of the information.

The CEO and CFO also provide the Board with written declarations in relation to the half-year and full-year financial statements, as described on [page 8](#) of this Statement.

Continuous Disclosure

The Bank is committed to promoting investor confidence in the markets for its shares and debt securities by complying with its disclosure obligations in a way that provides investors with equal access to timely, balanced and effective disclosures.

All market sensitive information is released to ASX in compliance with the Bank's continuous disclosure obligations under the Corporations Act and the ASX Listing Rules.

¹ 'CEO's direct reports' refers to all Group Executives (GEs) and excludes those direct reports of the CEO that are not GEs.

Corporate Governance Statement 2022

The Group Continuous Disclosure Policy provides the framework for dealing with market sensitive information and seeks to ensure that the Group complies with its continuous disclosure obligations. A copy of the policy is available on our website at commbank.com.au/continuousdisclosure.

Subject to the matters reserved for Board approval, the Disclosure Committee is responsible for determining whether an announcement is released to ASX, or any other foreign securities exchange, and approving the form of the announcement.

The Board receives copies of all material market announcements promptly after release.

The Bank releases copies of new and substantive investor or analyst presentation materials to ASX ahead of the presentation being given.

In addition, the Bank posts all information released to ASX via the Investor Centre on our website.

Annual General Meeting

The Bank recognises the importance of shareholder participation at our AGM.

The 2022 AGM will be held on Wednesday, 12 October 2022. Shareholders are encouraged to attend and participate. For shareholders wishing to attend, the AGM will be held at the Melbourne Cricket Ground.

Shareholders are encouraged to submit questions ahead of the AGM. These can provide useful insights into shareholder concerns and areas of interest, enabling the Chairman and CEO to provide relevant feedback on these to the meeting, where consistent themes are raised in advance. Shareholders also have the opportunity to ask questions at the meeting.

The Bank offers direct voting which allows shareholders who are unable to participate in the AGM to vote on resolutions in advance, without needing to appoint a proxy to vote on their behalf. It is the Bank's practice to conduct voting on all resolutions by poll, in line with the Corporations Act.

The AGM is webcast live, and a recording of the AGM is made available after the meeting on our website at commbank.com.au/AGM for shareholders who are unable to attend.

Electronic Communications and Payments

Shareholders are strongly encouraged to provide the Bank's share registry, Link Market Services, with their email address so that the Bank can communicate important information efficiently. Link Market Service's contact details are provided on our website at commbank.com.au/investors.

Payments are made electronically except where it is not possible to make electronic payments.

Board Roles and Responsibilities

The Board

Summaries of the roles and responsibilities of the Board, the Chairman, each Board Committee, and the CEO are set out below.

The Board recognises the importance of balancing new strategic initiatives with core business performance. A summary of the key areas of Board discussion over the past financial year is set out on page 69–70 of the [2022 Annual Report](#).

The Board and Board Committee Charters are reviewed annually to confirm the role, responsibilities and accountabilities of the Board and each Board Committee.

The Board Charter outlines the role, responsibilities and composition of the Board and the manner in which it discharges its responsibilities. The Charter also sets out the respective roles and responsibilities of the Board and management, those matters expressly reserved to the Board and those delegated to management.

The primary purpose of the Board is to ensure sound and prudent management of the Group, provide leadership and strategic guidance, and delivery of the Group's purpose.

The Board:

- sets the strategic objectives and risk appetite of the Bank, and approves the Group's Code of Conduct to set the Board's expectations for the Group's values and desired culture;
- endorses the strategic and business plans, and approves the financial plans to be implemented by management;
- approves capital management initiatives;
- oversees the business of the Group by approving major corporate initiatives, new business ventures, and capital expenditure for certain investments and divestments;
- oversees the Group's Risk Management Framework and its operation by management;
- approves the Group's RAS, RMA and any key risk frameworks and policies for managing financial and non-financial risks reserved for the Board;

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- oversees the Group's efforts to improve the experience and outcomes of the Group's customers;
- approves the Group's half and full-year financial statements and reports, the half and full-year financial reports required by APRA and the quarterly trading updates, and oversees the integrity of the Group's accounting and corporate reporting systems;
- oversees the Group's continuous disclosure process and approves the Group Continuous Disclosure Policy;
- considers the social and environmental impact of the Group's activities and approves the Group Environmental & Social Framework and Policy, and the associated corporate responsibility and climate related disclosures;
- assesses the performance and succession planning of the CEO and the CEO's direct reports¹ (in conjunction with the People & Remuneration Committee);
- approves the remuneration arrangements for the CEO and the CEO's direct reports¹, including remuneration deferrals and breach consequences under the Group BEAR Policy and Procedures, performance scorecard measures and outcomes, and termination payments as required;
- approves new, or material amendments to, performance management frameworks, variable remuneration plans, employee equity plans, employee superannuation and pensions;
- determines the fees payable to CBA non-executive directors within the shareholder approved fee pool limit;
- approves the Group's Inclusion and Diversity Policy, and measurable diversity objectives and metrics (in conjunction with the Nominations and People & Remuneration Committees);
- oversees and monitors relevant corporate governance frameworks for the Group; and
- approves relevant Work, Health & Safety (WHS) policies and monitors WHS matters.

The Board Charter is available on our website at commbank.com.au/corporategovernance.

The Chairman

- fosters open and inclusive discussion and debate by the Board;
- maintains a regular, open and constructive dialogue with the CEO and management, serving as the primary link between the Board and management;
- represents the views of the Board and the Group to stakeholders, including shareholders, regulators and the community;
- liaises with the Group Company Secretary in relation to the Board's information requirements to assist the Board with effective decision-making; and
- sets the Board agenda together with the CEO and the Group Company Secretary, ensuring that appropriate time and attention is devoted to matters within the responsibilities of the Board.

The CEO

- leads the senior executive team including instilling the Group's Code of Conduct, culture and values;
- implements the strategic, business and financial objectives and/or plan, exercising delegations as appropriate;
- analyses the impact on strategic objectives and financial position when allocating resources or capital, approving expenditure or making financial decisions;
- assesses reputational consequences of decisions or actions taken;
- implements processes, policies and systems together with appropriate controls to effectively manage the operations and risk of the Group;
- ensures the timely preparation, presentation, adequacy and integrity of information provided to the Board, to enable the Board to carry out its responsibilities; and
- is responsible for external engagement with stakeholders, including shareholders, government, regulators and the community.

Board Committees

The Board has four principal Committees that assist it in carrying out its responsibilities. These are the:

- Audit Committee;
- Nominations Committee;
- People & Remuneration Committee; and
- Risk & Compliance Committee.

The roles, responsibilities and composition requirements of each Board Committee are detailed in its respective Charter, and are summarised in the following table. The Charters are available on our website at commbank.com.au/corporategovernance. The following table also includes a summary of each Committee's priorities over the past financial year.

¹ 'CEO's direct reports' refers to all Group Executives (GEs) and excludes those direct reports of the CEO that are not GEs.

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Audit Committee	Assists the Board on matters relating to external reporting of financial information for the Group, the internal control framework for the Group, the Group Auditor, internal Audit function and External Auditor, and (in conjunction with the Risk & Compliance Committee) the Group's Risk Management Framework.	<p>Must:¹</p> <ul style="list-style-type: none"> • have at least three independent Non-Executive Directors (NEDs); • include the Risk & Compliance Committee Chair; and • not be chaired by the Board Chair. <p>2022 focus areas:</p> <ul style="list-style-type: none"> • Reviewing significant accounting and financial reporting processes and issues. • Reporting on the Group's internal control environment. • Progress with the remediation of audit findings, and reporting from the Group Audit and Assurance function. • Oversight of entity structure hygiene, including incorporation and deregistration. • Overseeing reporting on the SpeakUp Program including matters being investigated, themes and trends. • Reviewing key audit findings and insights. 	<p>Members as at 30 June 2022:</p> <ul style="list-style-type: none"> • Anne Templeman-Jones (Committee Chairman) • Shirish Apte • Peter Harmer • Catherine Livingstone AO • Rob Whitfield AM
Nominations Committee	Assists the Board on matters relating to Board and Board committee composition, appointment, election and re-election of NEDs, Director induction programs, Director independence assessments, performance review processes for the Board and Board committees, succession planning for, and performance of, the CEO, diversity of the Board and boards of nominated subsidiaries, and Subsidiary Governance Policy and policies for overseeing the appointment to, and performance of, boards of key operating subsidiaries.	<p>Must:¹</p> <ul style="list-style-type: none"> • have at least three independent NEDs; and • be chaired by the Board Chair. <p>2022 focus areas:</p> <ul style="list-style-type: none"> • Board renewal • Entity Governance – a continued focus on enhancing entity governance, including monitoring the progress of material subsidiaries adopting the Group's core governance policies. • Diversity – including measuring progress against the Board gender diversity target across key operating subsidiary boards and revising the target set. 	<p>Members as at 30 June 2022:</p> <ul style="list-style-type: none"> • Catherine Livingstone AO (Committee Chairman) • Genevieve Bell AO • Mary Padbury • Rob Whitfield AM

¹ All Board Committees are chaired by an independent Non-Executive Director.

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People & Remuneration Committee	Assists the Board on matters relating to organisational culture, inclusion and diversity, health, safety and wellbeing, the Group's remuneration strategies, recognition programs, Group Remuneration Policy and other people-related policies; and remuneration arrangements for NEDs of the Board and nominated subsidiaries, the CEO, direct reports to the CEO ⁴ , accountable persons under the BEAR and other individuals including those in regulated roles as described in the Committee Charter.	<p>Must:¹</p> <ul style="list-style-type: none"> • have at least four independent NEDs; • include a Risk & Compliance Committee member; and • not be chaired by the Board Chair. <p>2022 focus areas:</p> <ul style="list-style-type: none"> • Reporting on the health, safety and wellbeing of employees. • Reviewing talent, development and succession plans for senior leaders and other critical roles. • Reviewing the deep dive on the Group's approach to preventing workplace sexual harassment and an update on the 'Respect Lives Here' initiative. • Reviewing remuneration and recognition strategy, frameworks and effectiveness. • Reviewing inclusion and diversity policies and measurable diversity objectives. • Overseeing continued enhancements to remuneration governance through clearer application of accountability and remuneration consequence. 	<p>Members as at 30 June 2022:</p> <ul style="list-style-type: none"> • Paul O'Malley³ (Committee Chairman) • Genevieve Bell AO • Peter Harmer • Catherine Livingstone AO • Mary Padbury
Risk & Compliance Committee²	Assists the Board on matters relating to oversight and governance of risks impacting the Group, the design, implementation and operation of the Group's Risk Management Framework, Risk Appetite Statement and the Group's Risk Management Approach, monitoring risk appetite and assessing the overall risk profile of the Group, monitoring the effectiveness of the compliance management framework and risk culture.	<p>Must:¹</p> <ul style="list-style-type: none"> • have at least four independent NEDs; • include the Audit Committee Chair and a People & Remuneration Committee member. <p>2022 focus areas:</p> <ul style="list-style-type: none"> • Reviewing the management of material risks including around technology, infrastructure and cyber security. • Reviewing the Risk Management Declaration (as required by APRA) and following through on focus areas. • Monitoring financial crime risks and improvements underway through the Bank's Financial Crime Compliance Program of Action. • Monitoring emerging risks, residential mortgage portfolio, business lending, and stress testing. • Reviewing climate change risk and vulnerability. • Reviewing risk culture, including the annual risk culture assessment. 	<p>Members as at 30 June 2022:</p> <ul style="list-style-type: none"> • Rob Whitfield AM (Committee Chairman) • Shirish Apte • Catherine Livingstone AO • Simon Moutter • Paul O'Malley • Anne Templeman-Jones

1 All Board Committees are chaired by an independent Non-Executive Director.

2 The CEO, Chief Risk Officer (CRO), CFO and Group Auditor may attend all Risk & Compliance Committee meetings. The Committee meets periodically with the CRO and bi-annually with the Chief Compliance Officer, without management present.

3 In accordance with the People & Remuneration Committee Charter, Paul O'Malley retired as Chairman on 10 August 2022.

4 'Direct reports to the CEO' refers to all Group Executives (GEs) and excludes those direct reports of the CEO that are not GEs.

From time to time, other special purpose Committees are established to assist the Board, or to exercise a delegated authority of the Board.

Unless a conflict arises, all Directors have access to Board Committee papers, may attend Committee meetings (other than Nominations Committee meetings), and receive minutes of Committee meetings even if they are not a member of the relevant Committee. Board Committee Chairs provide verbal reports on Committee business at the next relevant Board meeting.

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Board and Board Committee Meetings

The number of Board and Board Committee meetings held in the 2022 financial year, and each Director's attendance at those meetings, are set out on page 84 of the [2022 Annual Report](#).

Company Secretaries

As at 30 June 2022, the Board had appointed two Company Secretaries – Carmel Mulhern and Vicki Clarkson. The qualifications, experience and other details of these Company Secretaries are on page 85 of the [2022 Annual Report](#). Suzannah Fletcher was also appointed as a Company Secretary, effective 18 July 2022.

Full biographies of all Company Secretaries are available on our website at commbank.com.au/about-us/our-company.

The Group Company Secretary is accountable directly to the Board, through the Chairman, on all matters relating to the proper functioning of the Board.

All Directors have access to the Group Company Secretary.

Board Composition and Effectiveness

The Board is committed to renewal and to continually improving its practices so that it can effectively discharge its role and responsibilities. An overview of the Board's composition and key corporate governance practices follows.

Board Members

The Bank's Directors for the 2022 financial year were as follows:

Current Directors	Appointed	Length of Service¹
Catherine Livingstone AO ²	March 2016	6 years 5 months
Matt Comyn (CEO)	April 2018	4 years 4 months
Shirish Apte	June 2014	8 years 2 months
Genevieve Bell AO	January 2019	3 year 7 months
Julie Galbo	September 2021	11 months
Peter Harmer	March 2021	1 year 5 months
Paul O'Malley	January 2019	3 year 7 months
Simon Moutter	September 2020	1 year 11 months
Mary Padbury	June 2016	6 years 2 months
Anne Templeman-Jones	March 2018	4 years 5 months
Rob Whitfield AM	September 2017	4 years 11 months

As at the date of the publication of this Statement, the Board has 11 Directors, including ten independent Non-Executive Directors and the CEO. Catherine Livingstone AO retires from the Board on 10 August 2022 immediately following the finalisation of the Financial Statements and accounts for the 2022 financial year.

✦ For details of the current Directors' experience and qualifications, refer to pages 73–76 of the [2022 Annual Report](#).

✦ Full biographies are available on our website at commbank.com.au/ourcompany

Board Composition

It is essential that Non-Executive Directors are independent, that collectively they have the relevant skills and experience, and that they represent a diverse range of views and thinking. This supports sound decision-making and assists the Board to effectively discharge its responsibilities.

The Board has adopted Independence Standards to assess whether a Director qualifies as an independent Non-Executive Director upon appointment, and to consider the ongoing independence of Non-Executive Directors. These Independence Standards are aligned to Recommendation 2.3 of the ASX 4th Edition.

Each Non-Executive Director must disclose all Interests³ that may affect the exercise of their unfettered and independent judgement as a Director prior to their appointment or election and promptly as and when circumstances change. Disclosure extends to include relevant Interests of associates such as close family members and family companies.

¹ As at the date of this Statement.

² Chairman from 1 January 2017.

³ Contracts, interests, positions, associations and relationships.

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The Nominations Committee assesses the independence of each Director candidate and Non-Executive Director against the Independence Standards based on their disclosure of Interests and/or on the annual Non-Executive Director declaration.

In accordance with those Independence Standards, the Board considers a Non-Executive Director to be independent where they are independent of management and free of any Interests that could materially interfere (or could reasonably be perceived to interfere) with the exercise of unfettered and independent judgement, and ability to act in the best interests of the Group as a whole rather than in the interests of an individual security holder or other party.

The Board considers that all of its Non-Executive Directors, including the Chairman, were independent during the 2022 financial year and continue to be independent as at the date of this Statement.

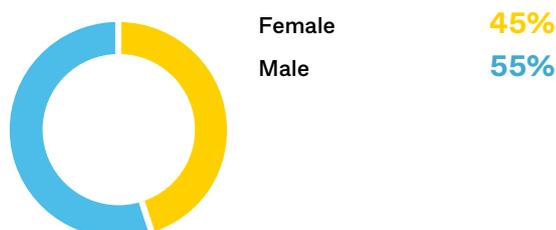
The Board's Corporate Governance Guidelines provide that any Director with a material personal interest in a matter being considered by the Board or a Board Committee will not usually:

- receive a copy of any paper dealing with the matter (or may receive a redacted version of the paper);
- be present when the matter is being discussed; or
- vote on the matter.

The Directors on the Board represent a range of ages, nationalities and backgrounds. During the financial year, the Board confirmed its objective for the Board and the boards of all key operating subsidiaries to maintain at least 40% female membership, 40% male membership and 20% of any gender that holds the relevant skills and experience. As at 30 June 2022, there was 45% female representation on the Board. For all other Group subsidiaries, board diversity must be considered on incorporation, director renewal and director rotation with the intention of ensuring that at least 40% female membership is achieved.

The Board composition includes longer-serving Directors who have a deeper knowledge of the Group's operations and history, and newer Directors who bring fresh perspectives and enquiry.

Board diversity



Board tenure¹



The Board uses a Skills Matrix (Matrix) which sets out the skills and experience considered essential to the effectiveness of the Board and its Committees. It is reviewed annually to ensure the prescribed skills and experience address CBA's existing and emerging strategic, business and governance issues. The Matrix is also used to guide the identification of potential director candidates as part of the ongoing Board renewal process. The Matrix is shown on [page 20](#) of this Statement.

Individual skills matrices have also been developed for each of the Board Committees.

Performance Evaluation

The Board recognises the importance of continuously monitoring and improving its performance and the performance of its Committees and individual directors. Under its Charter the Board is required to annually assess its performance, and the performance of its directors, which was completed in August 2022. An independent external performance evaluation of the Board and its Committees is conducted every three years, or as otherwise determined by the Board. This was held in 2020 and the results made available to the Board in August 2020.

In addition to this formal evaluation process, the Board has been monitoring its performance during the 2022 financial year to identify areas for improvement. In February 2022, the Board received a progress report on the opportunities for improvement arising from the 2021 Board Performance Review as a checkpoint to confirm these were being actioned. A formal review is undertaken in February each year to ensure follow through on the prior year's Performance Report.

¹ Calculated as at the date of this Statement. The numbers have been rounded to ensure that the total adds to 100%.

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Chairman Transition

After serving more than 6 years on the Board, Catherine Livingstone AO retired as Chairman following the finalisation of the financial statements and accounts for the 2022 financial year on 10 August 2022. The Board has elected Director Paul O'Malley as Ms Livingstone's successor as Chairman. Mr O'Malley has substantial board, executive leadership and operational experience and has been a CBA Non-Executive Director since January 2019 as well as Chair of the People & Remuneration Committee from January 2020 to August 2022. Mr O'Malley served as Managing Director and Chief Executive Officer of BlueScope Steel Ltd for 10 years until 2017.

Board Renewal

Board renewal and orderly transitions are important for ensuring effective Board performance.

The Board skills matrix frames the ongoing Board renewals process, ensuring that the prescribed skills and experience are present within the Board and address the Bank's existing and emerging business and governance issues.

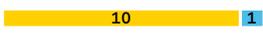
Julie Galbo was appointed to the Board effective 1 September 2021. She brings over 20 years' experience in financial services, risk management and compliance, and change management. She is also an experienced leader in strategy and implementation.

Also with effect from 1 September 2021, Peter Harmer was appointed as a member of the Audit and People & Remuneration Committees and Simon Moutter was appointed as a member of the Risk & Compliance Committee.

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Board Skills Matrix

The Board Skills Matrix sets out the skills and experience considered essential to the effectiveness of the Board and its Committees. The Matrix is reviewed annually by the Nominations Committee to ensure the prescribed skills and experience address the Bank's evolving strategy and current operating environment. The Matrix is also used to guide the identification of potential director candidates as part of the ongoing Board renewal process.

Skills and experience		Relevance to CBA
Leadership 	Held senior leadership role such as CEO or similar position in an organisation of significant size or complexity.	Setting strategy and evaluating the performance of senior leaders.
Financial services 	Experience in the financial services sector and regulation, including retail and commercial banking services and adjacent sectors.	Appreciation of the operational landscape, opportunities and challenges in the sector.
Financial acumen 	Proficiency in financial accounting and reporting, capital management and/or actuarial experience.	Assessing complex financial and capital management initiatives.
Strategy and global perspective 	Experience in leading, developing or executing strategic business objectives, including bringing to bear a global perspective.	Reviewing and setting the organisational strategy in a global context.
Governance 	Experience as a Non-Executive Director of a listed entity (Australia or overseas) and/or understanding of legal and regulatory frameworks underpinning corporate governance principles.	Understanding local and offshore legal and regulatory frameworks to effectively perform the role of Director.
Risk management 	Experience in identifying, assessing and monitoring systemic, existing and emerging financial and non-financial risks.	Monitoring risk appetite, assessing the overall risk profile and adapting to emerging trends.
Digital and technology 	Experience in technology and innovation and the impact on customer experience.	Supporting the Bank's digital strategy.
Enhanced customer outcomes 	Understanding of the changing needs of customers with a focus on improving their financial wellbeing and enhancing their experience.	Providing constructive challenge to ensure customer needs are met.
Stakeholder engagement 	Experience in building and maintaining trusted and collaborative relationships with governments, regulators and/or community partners.	Ensuring an effective engagement program with regulators and other stakeholders is in place.
People and culture 	Understanding organisational culture, succession planning, and remuneration and reward frameworks.	Overseeing the culture of the Group and upholding the Code of Conduct and attracting and retaining talent.
Environment and social 	Understanding the potential risks and opportunities from an environmental and social perspective.	Influencing sustainable practices, policies and decisions that support environmental and social outcomes.

■ High competency, knowledge and experience
 ■ Practised/direct experience
 ■ Awareness

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Director Appointment and Re-Election

The Board, with the assistance of the Nominations Committee, conducts a formal selection process before appointing new Non-Executive Directors.

Upon a recommendation of the Nominations Committee, the Board evaluates Director candidates having regard to Director Appointment Criteria as set out in the Group Board Appointment, Renewal and Performance Policy.

Professional consultants are engaged as required to identify prospective Director candidates.

The Group undertakes appropriate checks before appointing a person as a Non-Executive Director or recommending that person to the Group's shareholders as a Non-Executive Director. Those checks include criminal record and bankruptcy checks, and checks of the person's educational qualifications and employment history. In addition, as all Non-Executive Directors are considered Responsible Persons by APRA, they must be assessed in accordance with the Group's Fit & Proper Policy before commencing as a Non-Executive Director.

Non-Executive Directors are registered by the Group with APRA as 'Accountable Persons', as required under the BEAR.

All persons appointed as Non-Executive Directors of the Bank must stand for election at the next AGM following their appointment. In addition, Non-Executive Directors must not hold office without re-election beyond the third AGM following the meeting at which the director was last elected or re-elected.

Board support for a Director's election or re-election is subject to the Board performance review outcomes and any other matters the Board considers relevant.

The Board will provide shareholders with full and fair disclosure of all material information relevant for a shareholder to make a properly informed decision to elect a Director at an AGM, including a recommendation on that Director's election.

Each Non-Executive Director has a written agreement with the Bank setting out the terms of their appointment.

Director Induction and Continuing Development

Non-Executive Directors joining the Board are given a copy of the Board's Corporate Governance Guidelines, which outline the key corporate governance practices along with the operational policies and procedures relevant to Directors in governing the Group.

All new Non-Executive Directors participate in an induction program to assist them in understanding the Group's structure, operations, strategic planning process and competitive and regulatory environments.

A continuing education program is incorporated into the Board calendar, which ensures that Directors, individually and collectively, develop and maintain skills and knowledge required for the Board to fulfil its role and responsibilities.

Annual Directors' duties training is provided to the Board and all directors of Group subsidiaries.

The Directors are subject to the Group Mandatory Learning Policy, under which they are required to complete training relating to Group policies. In the 2022 financial year, this included topics such as Code of Conduct, Conflicts of Interest, Whistleblower Policy and Environmental & Social Risk.

The Board also attended a number of targeted education sessions during the 2022 financial year. Directors gained insights and a deeper level of knowledge on topics such as artificial intelligence, cyber security, digital currency, the future of banking and the management of geo-political risk.

Board Access to Information and Independent Advice

The Board has free and unfettered access to senior management, and any other relevant internal and external party and information, and may make any enquiries to fulfil its responsibilities.

Directors are entitled to seek independent professional advice at the Bank's expense, including by engaging and receiving advice and recommendations from appropriate independent experts. Where independent advice is sought at the Bank's expense, the Chairman's prior consent (which must not be unreasonably withheld) must be sought. The fee payable to the adviser must be reasonable in the circumstances and notified to the Chairman before the adviser is formally engaged.