
Inquiry into Corporate Responsibility

Submission to the Parliamentary Joint
Committee on Corporations and
Financial Services

Parliament of Australia

September 2005



ANZ AND CORPORATE RESPONSIBILITY

ANZ's perspective on the discussion about the responsibilities of corporations is best reflected in the resetting, several years ago, of our mission. This put the organisation on a journey to "humanize" ANZ internally and externally, and created clear aspirations for ANZ's relationships with each of our stakeholder groups:

The Bank with a Human Face

Put our customers first

Perform and grow to create value for our shareholders

Lead and inspire each other

Earn the trust of the community

Breakout, be bold and have the courage to be different

The customer, people and community aspects of the above are most relevant to the inquiry's terms of reference. We illustrate below for the Committee how these aspirations have been put into effect, how ANZ thinks about and acts on its corporate responsibilities and the outcomes we have achieved for all stakeholders through this approach.

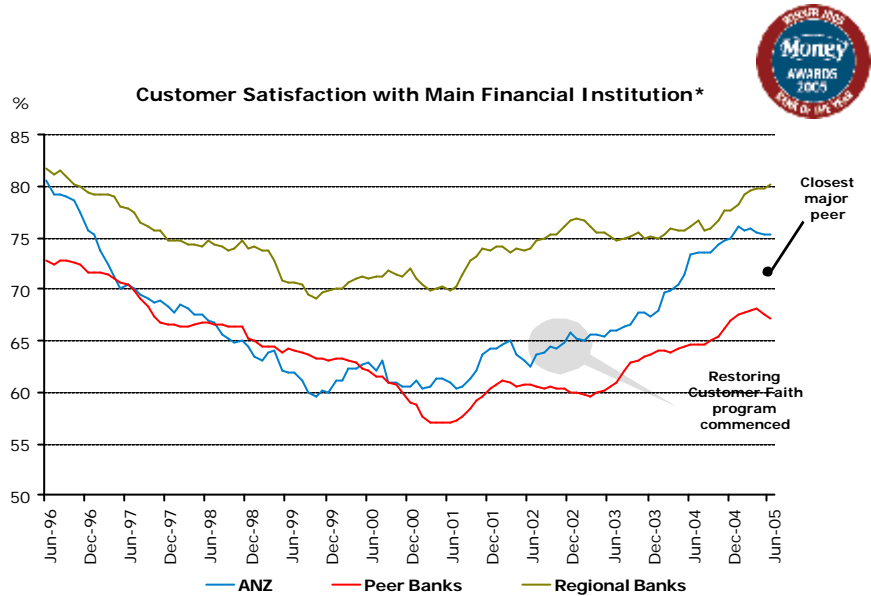
Customers

It is well understood that those who provide superior service and added value to customers generally become the most successful. It is also conventional wisdom that companies with market leadership generally produce the highest long-term shareholder returns. There is therefore real merit in the philosophy of "putting our customers first" and putting this into practice requires real commitment to this agenda. For ANZ this has included:

- A customer charter with specific, measurable commitments to customers that are audited and reported on each year;
- Leading the way in opening rather than closing branches. We have a moratorium on closing branches and this year we have opened 15 branches in Australia, 3 in New Zealand and plan to open an additional 65 in the coming years;
- Adding 3000 mostly customer-facing staff in the past 18 months while others have been reducing staff numbers; and
- Committing to keep our customer contact centre staff here rather than offshoring to a lower cost location, on the basis that customers prefer it that way.

The result of these and other actions is that ANZ now has the most satisfied retail customers of all major banks in Australia. This year, ANZ was also awarded Money Magazine/Cannex Bank of the Year for the sixth year in a row.

Best-regarded major bank for retail customers



People

Many forget that it is people who serve customers, create new ideas and who make companies great. Arguably, our people invest more in the company than shareholders. They invest themselves, not just their money. And thus our responsibilities to them are, in turn, perhaps our greatest. How people feel about working in our organisation and how passionate and engaged they are in its agenda, is what makes the difference between good and great companies.

Our people innovate and produce results, and we in turn provide them with opportunity and development. People don't just want a job they want a life. At work they don't just want to be an employee, they want to be a person, bringing their whole self to work, not simply what a stereotypical "boss" might want them to be, defined and boxed. Instead they want to be free and creative. People are searching for fulfillment and meaning from their work.

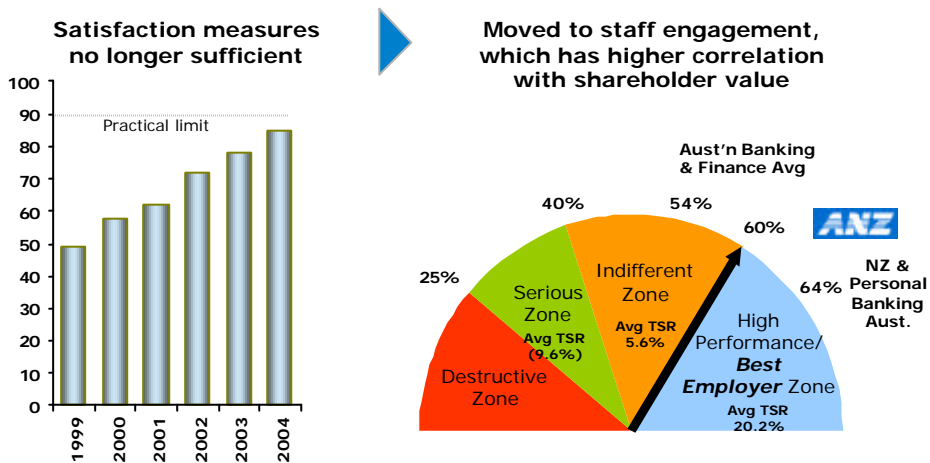
Since our staff members spend much of their working lives with us, if we as employers can't or won't help them on this journey they will find it on their own, or with those companies who will.

Investing in leadership and management is also fundamental, as superior leadership is the scarcest resource in business today. As leaders, our main responsibility is to enhance the capacity of our people to reinvent a new future for the organisation. This requires us to create an environment of opportunity and challenge for our people, enhancing their capacity to produce and create and to stimulate, release and focus the incredible energy that often remains latent.

Thus, ANZ is now probably the largest private sector recruiter of graduates in Australia and the largest investor in enlightened people practices, organisational values and cultural development programs.

As a result of our philosophy on people and the actions that support it, ANZ has 87% staff satisfaction across its 32,000 people, together with the highest staff engagement of all major companies in Australia.

Highest staff engagement of major Australian companies



Note: Average Total Share Holder Returns (TSR) 1999-02 avg
Source: Hewitt Associates, August 2005

Community

Companies are not “islands” that exist separate from the communities within which they operate. Successful companies understand their customers, their staff and their communities. They understand what their communities expect, admire and what won't be tolerated.

One of the reasons for a company's long-term success is the skill with which it engages with and invests in the community. Of course it is from the community that our customers come, our staff live and from where our governments are

elected. When the community speaks, governments listen. This can affect the amount of regulation and the cost of compliance, but can also ultimately lead to the demise of a firm.

There are of course boundaries on the extent to which we should invest in the community. As the owners of public companies, shareholders have a legitimate right to ensure their money is being invested properly in their interests. Money spent on the community is an investment and all investments are with the purpose of generating a future revenue stream.

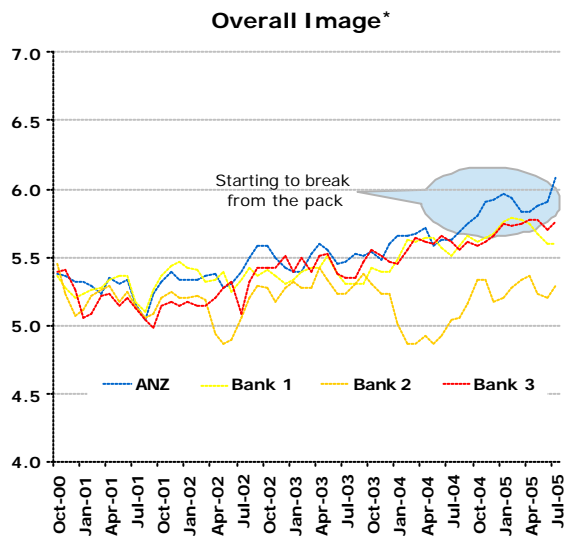
In order to justify such investment, it means ANZ needs to ensure some congruity between our social responsibilities and our shareholders interests. If we stretch the link too far, it is natural for shareholders to voice their concern. If we don't invest at all, we are likely to damage the sustainability of our business. We need to find the balance that satisfies the potentially conflicting needs of stakeholders.

Accordingly, for example, it is easier for us to justify community spending in areas that fit with the nature of our business and where there is proximity to our core business. It becomes difficult to justify spending where there is no discernable link. As a bank, we deal with the investing of customers' deposits, in lending to customers and in handling customers' transactions. Therefore it is easier for our shareholders to understand our social investments where they are concerned with financial issues in the community such as financial understanding, money management and savings.

ANZ's community programs, particularly those addressing the issues of financial literacy and inclusion are recognised as leading practice and we are emerging as the best-regarded major bank in Australia.

A leader in corporate responsibility

- 100% for community management practice on Corporate Responsibility Index
- "Community Involvement" No.2 value evident in ANZ's culture according to our staff (Customer Focus was number 1)
- Ranked in the top 10% of banks globally on the Dow Jones Sustainability Index
- Member of FTSE4Good Global Index
- A+ on Reputex Social Responsibility ratings



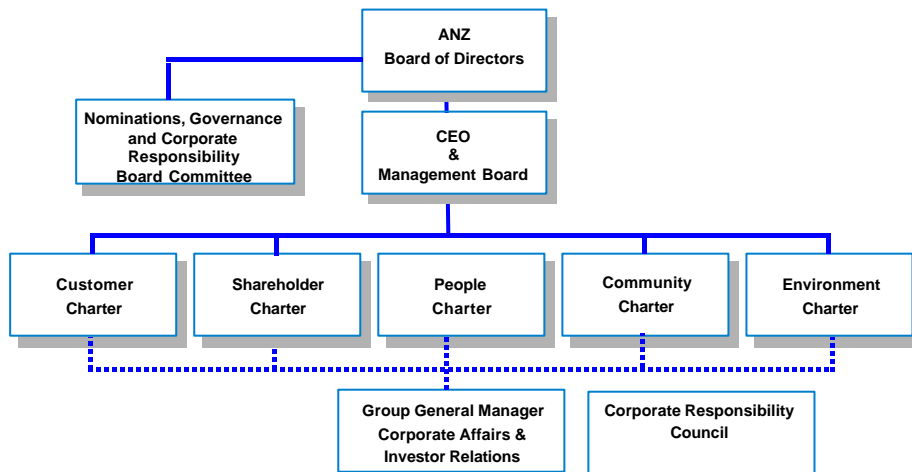
* Wallace Associates, Base: Total Metro Population 18+ (2M: Wtd MFI)

Future of corporate responsibility

Australian companies are becoming increasingly aware of the social, political and environmental context in which they operate and of the importance of responding to the expectations of all stakeholders. Larger corporations are under more pressure to be effectively engaged with the community to remain a successful member of that community in the long term.

ANZ anticipates that in coming years corporate responsibility (CR) will become integral to the way a successful, energetic company behaves every day as part of the way it does business. The ANZ Board’s recent decision to explicitly expand the brief of its Corporate Governance Committee to include Corporate Responsibility¹ is strong evidence that this change is well underway at ANZ.

Corporate responsibility governance at ANZ



¹ Committee Charter attached.

THE INQUIRY'S TERMS OF REFERENCE

ANZ's response to the Committee's terms of reference can be inferred from the remarks above, however, to assist the Committee we also below respond directly to the following questions:

1. Do organisational decision makers in corporations take into account the interests of stakeholders (other than shareholders) and the broader community and should they?
2. Should the law, particularly the Corporations Act, be amended to encourage incorporated entities or directors to have regard for the interests of stakeholders and the broader community?
3. Should the Corporations Act or other legislation require corporations to report on the social and environmental impact of their activities?
4. What alternative regulatory, legislative or other policy approaches could be adopted in Australia?

1. Do organisational decision makers in corporations take into account the interests of stakeholders (other than shareholders) and the broader community and should they?

ANZ has chosen to enshrine its commitment to corporate responsibility in part of its corporate governance structure to ensure CR activities are incorporated into ANZ's overall business performance and that its CR objectives are appropriately established and monitored on an ongoing basis.

The ANZ Nominations, Governance, and Corporate Responsibility Committee has recently been charged with the role of:

- reviewing and monitoring the performance of ANZ's CR strategies and commitments; and
- making recommendations to the Board about ANZ's contribution to society and the interests of ANZ's stakeholders, including shareholders, people, customers and the community and the impact of ANZ's activities on the environment.

ANZ has also amended the ANZ Board Charter, to formalise the responsibility of board members to have regard to ANZ's corporate responsibility objectives and the interests all stakeholders. Under the Charter, Directors are required to serve the interests of shareholders, and act in a way that also acknowledges the legitimate interests of staff, customers, the community and the environment.

2. Should the law, particularly the Corporations Act, be amended to encourage incorporated entities or directors to have regard for the interests of stakeholders and the broader community?

ANZ believes there is sufficient flexibility in the current law to allow decision makers to consider the interests of all stakeholders. The current legislative requirement for directors to act in the 'best interests of the corporation' is consistent with giving due consideration to other stakeholders and the wider community.

There are already social and market forces in place, as discussed above, which make it an imperative for companies to consider the interests of all of their stakeholders in order for their business to remain sustainable over the longer term.

Below we illustrate the existence and impact of these forces by reference to some of ANZ's existing programs. ANZ also believes that the form of reporting on CR activities should be allowed to develop broadly in line with market expectations – each corporation should be free to tailor its reporting to the needs and expectations of its own stakeholders. Government could assist by encouraging and recognising best practice.

The following sections will illustrate these points by reference to some ANZ programs and will explain the types of (non-legislative) social, political and environmental factors that have led ANZ to its position

2.2 Customer initiatives

A company is obviously not sustainable if it does not demonstrate a sufficient commitment to the interests of its customers. There is an undeniable link between protecting the interests of this group of stakeholders and the 'best interests of the corporation'.

ANZ has put into practice the philosophy of 'putting our customers first' by, among other things, establishing a Customer Charter – the only major bank in Australia to do so. The Charter was introduced in its first form in October 2001 and contains promises relating to:

- simple accounts, fees and charges
- simple, fast account opening
- quick, convenient branch banking
- 24-hour, 7-day accessibility
- fast, efficient phone service
- respect for personal information and privacy
- helping customers understand our communication
- swift resolution of complaints
- building relationships with the community

- accountability through an independent audit

Progress on the Charter is reported annually and the promises are constantly reviewed to ensure they remain relevant to the changing expectations of our stakeholders, including our customers and the broader community.

ANZ has also responded to strong customer and community sentiment in relation to access to banking services in remote Australia by placing a moratorium on closing branches in rural and regional areas. This promise was made in 1998 and remains today.

2.3 Employee engagement

ANZ is acutely aware of the importance of investing in what is arguably its greatest resource – its staff. This investment is important to the overall sustainability of the organisation as it ensures:

- current employees are fulfilled and engaged with the values of the organisation and therefore productive; and
- ANZ remains attractive to skilled people as a place of work in a competitive employment market.

ANZ has taken a number of steps to achieve these objectives. The first is to encourage staff to identify with ANZ's values, which are to:

- put customers first;
- perform and grow to create value for our shareholders;
- lead and inspire each other;
- earn the trust of the community; and
- breakout, be bold and have the courage to be different.

Over 20,000 ANZ staff have participated in ANZ's Breakout cultural development program to date. The program includes workshops to help staff apply values-based decision-making and effectively balance the competing needs of staff, shareholders, customers and the community in their roles and activities. ANZ is extending the program to 7000 branch staff over the next 18 months.

A key measure of ANZ's progress in this area is the annual ANZ Values Assessment – a survey which asks ANZ's senior leaders and a random sample of staff from across the organisation to select their top 10 personal values, as well as the current and desired values, to describe ANZ's culture. In 2000, staff nominated 'cost reduction' as ANZ's most important value. In the 2004/5 survey, this had changed to 'customer focus', followed by 'community involvement'. This demonstrates the progress of ANZ's culture transformation program, especially considering 'community involvement' ranked last in the list of ANZ values in 2001 and was not even deemed to be present in 2000.

ANZ has also adopted a number of innovative workplace policies designed to create flexible working conditions responsive to staff needs at various stages of

their lives; and encourage staff to maintain an appropriate 'work/life balance'. These measures include:

- two forms of paid parental leave: parental leave assistance of 12 weeks' pay which can be paid either as a lump sum up front or in installments (over 12 weeks or at half pay over 24 weeks). ANZ also provides co-parents assistance which provides one week paid assistance for co-parents immediately following the birth or placement of an adopted child;
- the ability for full time employees to apply to work part time either during pregnancy or following paternal leave. These employees also retain the right to return to full-time employment at the end of this period;
- a partnership with ABC Learning Centres to build and operate childcare services for ANZ staff in metropolitan areas around Australia. The arrangement offers ANZ employees priority enrolment and the option of salary packaging or sacrificing the whole or part of the cost of the child care fees;
- providing staff with ongoing support and contact before, during and after taking leave from the workplace to care for a child;
- support for flexible working arrangements including part time work, working remotely and job-sharing;
- providing facilities for nursing mothers;
- providing "Financial Fitness" sessions covering financial management essentials for our people
- Lifestyle Leave program, which enables staff to tailor their salary over a year to provide up to an additional four weeks leave for any purpose;
- ANZ Career Break, which offers employees the opportunity to take between six months and five years of unpaid leave to pursue personal development or family commitments; and
- ANZ's new Part Time Work: Career Extension policy guarantees those Australian staff aged 55 and over who wish to work part-time, instead of full-time, the right to do so. This can be in their existing role or elsewhere at ANZ.

ANZ believes these strategies have had a positive effect on levels of staff satisfaction. This is evidenced by an annual survey conducted by ANZ which shows the rate of overall employee satisfaction has grown from 49% in 1999, when the survey was first conducted, to a current record high rate of 87%.

This year ANZ has also been recognised as having the most engaged workforce of all major Australian companies (2005 Hewitt Best Employers survey) and as the leading major Australian organisation for the Advancement of Women by the

Equal Opportunity for Women in the Workplace Agency (EOWA) Business Achievement Awards.

2.4 Financial literacy and inclusion

ANZ has implemented a series of initiatives and programs designed to address two of the major social issues facing the financial services industry - financial literacy and financial exclusion.

In 2003, ANZ conducted the first national survey of Australian adult financial literacy, which provided valuable information on the size and nature of the financial literacy issue and areas for action. The research showed that while most Australians have a reasonable level of financial literacy, there is a strong correlation between financial literacy and socio-economic status. The lowest levels of financial literacy were associated with low education levels, unemployment, low incomes, those with low savings, single people and people at both extremes of the age profile (18-24 year olds and those aged 70 and over). ANZ has committed to undertaking this research every 2 years and the next round of results is due to be released in late 2005.

ANZ has defined 'financial exclusion' as the lack of access by certain consumers to appropriate low-cost, fair and safe financial products and services from mainstream providers where this lack of access causes a level of harm to the consumer. This definition emerged from research commissioned by ANZ and conducted by Chant Link and Associates in 2004. The research examined the extent to which people have difficulty accessing 'mainstream' banking products and services. Conducted over 12 months in 2004, the research indicated that up to 120,000 Australians are struggling to gain access to appropriate low-cost, fair and safe financial services and nearly one million Australians have only basic access to financial services. Many of these are unemployed, in poverty, disabled or Indigenous Australians.

ANZ has used its research described above to design strategies to improve the financial literacy of consumers identified as having financial management difficulties. This includes development and implementation of a range of innovative community programs in partnership with government, regulators and community organisations. Examples of these are described below.

2.4.1 MoneyMinded

ANZ has funded the development of MoneyMinded, Australia's first comprehensive adult financial literacy program, to help people, particularly low-income earners and those facing financial hardship, develop the knowledge, skills and confidence to increase their personal financial well-being. It covers 17 workshops including planning and saving, understanding paperwork and living with debt. MoneyMinded is delivered by financial counsellors and community educators and was developed by the Centre for Learning Innovation in the NSW Department of Education and Training with input from the Australian Financial Counselling and Credit Reform Association (AFFCRA), ASIC and ANZ.

MoneyMinded is not ANZ branded and does not promote any ANZ products or services.

The MoneyMinded program has been provided to more than 2000 consumers since its launch in 2004. Our goal is for MoneyMinded to reach 100,000 “at risk” people over the next five years.

2.4.2 Saver Plus

Saver Plus is a matched-savings and financial literacy program aimed at supporting low-income families to develop a long term savings habit, improve their financial knowledge and save for their children’s education. As part of the program, ANZ rewards the efforts of participants who save by matching every \$1 saved with an additional \$2 up to a maximum matched amount of \$2000. Participants agree to use the savings towards purchases related to their children’s educational needs, like school uniforms, stationery and personal computers.

The costs of the program are met by ANZ while the program is delivered through community partners, namely the Brotherhood of St Laurence, which led the program as ANZ’s principal partner, Berry Street Victoria and The Benevolent Society. The Smith Family recently became a partner, delivering the program in Queensland. In 2004, 260 families participated in the pilot program together saving \$240,500. ANZ matched these savings with a further \$481,000. In 2005 451 families are participating in Saver Plus.

Saver Plus was recognised in the 2004 Prime Minister’s Awards for Excellence in Community Business Partnerships, winning the Victoria Large Business Award category.

2.4.3 MoneyBusiness

ANZ has recently launched MoneyBusiness in conjunction with the Federal Government through the Department of Family and Community Services.

MoneyBusiness is a money management skills and savings program designed to assist Indigenous communities build financial literacy, budgeting, bill paying and savings skills. It is partly a response to ANZ research into financial literacy and financial exclusion which reinforced the position of Indigenous people as among the most disadvantaged groups in Australia with lower levels of financial literacy and poor access to appropriate, fair and safe financial products.

ANZ’s contribution includes funding of \$1 million over three years to adapt MoneyMinded for use by Indigenous communities and to roll out the Saver Plus program to families involved with MoneyBusiness. The program will be provided by trained local Indigenous people.

The program was launched on 31 July 2005 and will be piloted in six sites in the Northern Territory and Western Australia over a three year period.

2.4.4 Financial Inclusion

The consequence of 'financial exclusion' is that some Australians are using 'unsafe' and costly options, including credit through loan sharks and 'pay day' lenders. In response, ANZ committed to spending \$3 million to expand its current programs to improve financial inclusion through:

- a new loans program tailored to the needs of people on low incomes who are currently using fringe credit providers such as 'pay day' lenders;
- assisting wider delivery of the MoneyMinded program;
- microfinance programs including funding, financial literacy education, mentoring and support to facilitate the development of Indigenous businesses, delivered in partnership with credit unions; and
- expansion of Saver Plus to Indigenous communities.

2.4.5 Customer initiatives

Consistent with ANZ's broad commitment to financial literacy and inclusion, ANZ has taken a number of steps to develop a simple range of mainstream banking products for a variety of different customers. In 2002, ANZ streamlined its Access transaction accounts in response to customer feedback that our product range was too complex. The result is two transaction accounts:

- Access Advantage: an 'all you can eat account' providing an unlimited number of ANZ transactions for \$5 per month. This product is marketed to customers who make a high number of transactions per month; and
- Access Select: a 'pay as you go account' with no monthly fee and up to six free ANZ transactions per month.

In 2002 ANZ also introduced a bank account designed specifically for those who receive Government benefit payments. ANZ Access Basic provides eligible customers with free day-to-day transactions through all ANZ channels and no monthly account service fee. For customers over the age of 60, ANZ waives the monthly service fee on Access Advantage and offers Access Deeming accounts, which pay interest at a rate set by the Government to social security and Veterans Affairs pensions.

ANZ has produced brochures and information for customers on key financial issues. *Kickstart your financial fitness* is designed to help ANZ staff assist customers and contains practical information on the basics of money management - including tips on saving, managing debt and credit, investing, retirement planning and protecting assets. ANZ has also produced education material on how to use and manage credit. The *How credit works* website (www.howcreditworks.com.au) and *Understanding credit card interest* brochure

provide information on the nature of credit, how to manage it and the responsibilities of customer and credit provider.

2.5 Environment

ANZ has established an Environment Charter, strategy and internal responsibilities for reducing the impact of our operations and business activities on the environment. This approach is outlined in ANZ's Environment Charter², which was launched in July this year following consultation with our people, customers and environmental organisations.

Our aim is to align ANZ's environmental performance with our commitment to make a sustainable contribution to society and protect ANZ from the brand damage that would be caused if its operations or lending practices were found to have an adverse effect on the environment.

The strategy focuses on the following areas:

2.5.1 Customer use/application of ANZ products and services

- Providing an environmental and social issues screen of clients and transactions for our Institutional business. This allows key social and environmental risks to be identified and addressed in the credit process.
- Ensuring environmental and social considerations are effectively integrated into ANZ's lending policies and decision-making principles and frameworks.
- Building broad staff awareness and understanding of the business rationale for environmental and social issues screening.

2.5.2 Conduct of our business operations (environmental footprint)

- ANZ has in place programs and targets to reduce the impact of our operations on the environment. These focus on:
 - Reducing electricity consumption by 10% compared to 2003.
 - Reducing office paper consumption by 5% compared to 2004.
 - Increasing recycling and reducing waste to landfill by more than 10% compared to 2004.
 - Enhancing our existing procurement policies and practices to address environmental risks and opportunities in our supply chain.

2.5.3 Design and distribution of products and services

² ANZ Environment Charter attached

- As part of its broad environment strategy, ANZ also supports a range of corporate and institutional clients and partners involved in projects with specific environmental value.
 - For example ANZ has formed an alliance with Visy Industries to provide additional funding and advice for Australian irrigators to install water-efficient practices and systems. The program has been trialled in the Murrumbidgee region and results from the trial will be evaluated for the design of a national system.
 - ANZ's Environment Charter commits ANZ to providing new products and services designed to help our customers and clients improve their environmental performance.
 - We have conducted a pilot to assess the market for a 'green' mortgage offering in association with not-for-profit organisation easybeinggreen.
 - Our ANZ Markets team has established trading capability for Renewable Energy Certificates and is the first bank to be transacting Gas Abatement Certificates.
 - ANZ has joined a number of consortia (with BP Solar) and submitted expressions of interest to the Australian Government's Solar Cities Program (subsidies and grants).

ANZ is also working with key stakeholders and community groups to ensure its strategies remain relevant to community expectations and are effective in improving environmental performance. To this end, ANZ participates in key national and international initiatives including the United Nations Environment Program Finance Initiative (UNEP-FI), the Federal Government's Greenhouse Challenge Program and the Carbon Disclosure Project. ANZ is also a founding member of eTree, an initiative of Computershare and Landcare Australia which facilitates the donation of \$2 toward environmental restoration programs for every shareholder who chooses via the eTree website to receive their shareholder communications electronically.

3. *Should the Corporations Act or other legislation require corporations to report on the social and environmental impact of their activities?*

ANZ believes it is preferable to allow innovation to shape reporting standards over time rather than introduce legislation that attempts to mandate format and timing of reporting. The experience in more developed CR markets, like the mining sector, is for best practice corporations to produce two to three 'landmark' annual social and environmental reports and then move to 'real time' reporting which is

usually available online and is updated more frequently³. ANZ believes a corporation should be free to adapt its reporting on CR in line with emerging best practice, its own CR programs and the changing needs of its own stakeholders. This is in the best interests of the reporting corporation and the audience of the reports.

ANZ produced its first separate social and environmental report in 2004. This document was intended to serve as a baseline report, providing the market with greater transparency about ANZ's programs, ANZ's performance in this area and the outcomes that have been achieved to date. ANZ is currently producing a full CR report for 2005, due for release in December 2005. A copy of the 2004 report is included with this submission.

4. *What alternative regulatory, legislative or other policy approaches could be adopted in Australia?*

ANZ believes the most appropriate role for Government in this area is to:

- encourage discussion and debate of the issues, including facilitating the exchange by corporations of their experience of and good practice in CR; and
- promote 'best practice' and innovation by investing in and publishing research into the contribution of CR to corporate success.

This approach is consistent with the conclusions of the European Commission's consultation with industry on CR in 2001 and 2002. Respondent organisations to this consultation identified the importance of the exchange of experience and good practice in CR between businesses. ANZ believes such an exchange assists businesses to become familiar with the concept of CR and benchmark their own practices against those of other businesses, especially industry sector leaders.

ANZ also sees a role for the Government to encourage the credibility and rigour of published CR benchmarks and indices. This will become increasingly important as the community's expectations that companies' act in a socially and environmentally responsible manner grow and as companies are to a greater extent judged by customers, employees, investors and the broader community by their performance against these established benchmarks. ANZ believes it is important for CR rating organisations to apply transparent and consistent rating criteria focused on governance, policy, compliance and, most importantly, performance and outcomes. Measures should also be taken to ensure any conflicts of interests of index operators are appropriately disclosed and managed.

³ Burns, Wayne: Trends in Social and Environmental Reporting among Fortune 500 Companies' (2004) 14(1) *Corporate Public Affairs* 9, p 9-10.

SUMMARY

CR involves companies integrating social and environmental concerns into their business operations and into their interactions with their stakeholders on a *voluntary* basis.⁴

The true value of CR for a corporation is the recognition of a genuine effort to meet community expectations and the trust that is earned by that effort. This means going beyond basic legal obligations and acting in accordance with what the corporation sees as its responsibilities. Further, companies can extract greater value from the process by being innovative in the way they engage with the community and focused on relevant, effective measures in areas it can add experience and expertise.

Should CR be transformed into a compliance requirement, many companies will respond with a 'compliance approach'. CR could be associated with companies fulfilling their legal duties rather than genuinely contributing to the community in which they operate in an innovative way. ANZ believes the most effective and sustainable way for a corporation to incorporate CR into what it does everyday is not through threat of legal sanction, but through developing a corporate culture which recognises and demonstrates the benefits of effective stakeholder engagement.

⁴ Green Paper, *Promoting a European framework for Corporate Social Responsibility*. Commission of European Communities, p.6

ANZ Nominations, Governance & Corporate Responsibility Committee Charter

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1. Standing Rules for ANZ Board Committees

The Standing Rules for ANZ Board Committees apply to the Nominations, Governance & Corporate Responsibility Committee and are incorporated into this Charter, save as expressly varied by this Charter.

2. Purpose

The Nominations, Governance & Corporate Responsibility Committee is established by the Board of Directors. The purpose of the Nominations, Governance & Corporate Responsibility Committee is to:

- (a) identify individuals qualified to become Board members;
- (b) recommend individuals to the Board for nomination as members of the Board and its committees;
- (c) ensure performance of members of the Board is reviewed;
- (d) review the development and recommendation to the Board of corporate governance principles applicable to ANZ;
- (e) ensure an appropriate Board and Committee structure is in place so that the Board can perform a proper review function; and
- (f) review ANZ's approach to, and strategies for, ensuring Corporate Responsibility remains an important focus and integrated into overall business performance.

3. Powers of the Nominations & Corporate Governance Committee

The Nominations, Governance & Corporate Responsibility Committee has the ability to direct any special investigations deemed necessary and to consult independent experts where considered necessary to carry out its duties. Costs of such consultations are borne by ANZ.

4. Duties of the Nominations, Governance & Corporate Responsibility Committee

The following duties are structured in accordance with the Nominations, Governance & Corporate Responsibility Committee's purposes:

- (a) To make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board.

- (b) To identify individuals believed to be qualified to become Board members and to recommend such candidates to the Board. In nominating candidates, the Committee shall take into consideration such factors as it deems appropriate. These factors may include judgement, skill, diversity, experience with businesses and other organisations of comparable size, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board.
- (c) To identify Board members qualified to fill vacancies on any committee of the Board (including the Committee) and to recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of the committee, if any, as well as any other factors it deems appropriate, including without limitation the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members.
- (d) Establish procedures for the Committee to exercise oversight of the evaluation of the Board and management.
- (e) Recommend to the Chairman of the Board the appropriate process for evaluation of the performance of each director.
- (f) Develop and recommend to the Board a set of corporate governance principles applicable to the Company, and to review those principles at least once a year.
- (g) Review and recommend to the Board for approval the Corporate Governance Statement contained in the Company's Annual Report or any other statutory report or document.
- (h) Review management's proposed corporate responsibility objectives for the Company, recommend them to the Board as and where appropriate, and review the approved objectives at least once each year.
- (i) Review and approve management's strategies to achieve the Company's corporate responsibility objectives, and monitor the progress of their implementation.
- (j) Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members, governance or Corporate Responsibility.

5. Meetings

The Nominations, Governance & Corporate Responsibility Committee will meet at least two times annually, and more frequently if it deems necessary.

6. Delegation to Subcommittee

The Nominations, Governance & Corporate Responsibility Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

ANZ Environment Charter

We have an obligation to our **stakeholders** – customers, shareholders, staff and the community - to operate in a way that advances sustainability and mitigates our environmental impact. Our commitment to improve our environmental performance is integral to our “making a sustainable contribution to society”.

We acknowledge that we have an impact on the **environment**:

- Directly through the conduct of our business operations.
- Indirectly through the products and services we provide to our customers.

We recognise that our own environmental **reputation** and that of our customers has a bearing on ANZ’s long-term financial success. Our being a trusted member of the community depends in part on our ability to manage our own environmental issues and help our customers to do the same.

We will demonstrate business **leadership** by enhancing our understanding of environmental issues and how they affect our stakeholders, and integrating these considerations into our business practices.

We will monitor our stakeholders’ **feedback** on our environmental performance and key achievements as an important indicator and measure of our success.

Scope

This Environment Charter defines the overall scope, specific commitments, implementation approach and governance and accountabilities, which will ensure that we achieve these environmental performance objectives.

This Environment Charter applies to all our global business operations and activities, and specifically to the environmental impact resulting from ANZ’s:

1. Conduct of our business operations.
2. Purchase and use of goods and services.
3. Design and distribution of our products and services.
4. Customers’ application of our financing and advisory services.

This Environment Charter is implemented through ANZ’s individual business and functional divisions, who are accountable for their environmental performance within ANZ’s overall strategic framework.

Commitments

We are committed specifically to:

1. Ensuring compliance with all legal requirements relevant to our business operations and activities in the jurisdictions in which we operate.
2. Establishing clear and measurable performance objectives and standards based on international best practice.
3. Maintaining processes and guidelines to assess the environmental impacts in the design and distribution of our products and services.
4. Identifying and monitoring the environmental issues associated with our business and our products and services; and resolving these effectively.
5. Integrating environmental considerations into the appraisal of customers’ financing or advisory propositions ahead of credit approval, including specific measures to manage environmental considerations as a condition of doing business.

6. Offering guidance and incentives to our customers with respect to the environmental impacts of their own business activities.
7. Training employees to be aware of the environmental impacts of our operations and to support our programs to reduce these impacts.
8. Encouraging our suppliers and business partners to adopt practices consistent with the intent of this Charter.
9. Participating in industry environmental initiatives and public policy formulation.
10. Pursuing opportunities to develop new products and services that may help address and mitigate significant environmental challenges.
11. Obtaining independent assurance of our environmental systems and outcomes.
12. Reporting publicly on our environmental performance.
13. Reviewing and updating the ANZ Environment Charter every two years.

Governance and accountabilities

The accountability for implementing this Charter is assigned as follows:

- ANZ Board of Directors
 - Reviewing ANZ's environmental performance against the ANZ Environment Charter on an annual basis.
- ANZ Chief Executive Officer and Management Board
 - Setting Group performance objectives and benchmarks.
 - Endorsing specific environmental policies and procedures.
 - Reviewing progress and achievement on a regular basis.
- ANZ Business and Functional Division Heads
 - Integrating the Charter's requirements and commitments into their business activities and achieving target progress.
- ANZ Group Corporate Affairs
 - Ensuring ANZ's Group environmental management system is up to date.
 - Monitoring group-wide implementation and performance.
 - Reporting progress and achievement status to the Group.

Approved:



John McFarlane, CEO

Dated:

30 June 2005

ANZ Nominations, Governance & Corporate Responsibility Committee Charter

Contents

1. Standing Rules for ANZ Board Committees
2. Purpose
3. Powers of the Nominations, Governance & Corporate Responsibility Committee
4. Duties of the Nominations, Governance & Corporate Responsibility Committee
5. Meetings
6. Delegation to Subcommittee

1. Standing Rules for ANZ Board Committees

The Standing Rules for ANZ Board Committees apply to the Nominations, Governance & Corporate Responsibility Committee and are incorporated into this Charter, save as expressly varied by this Charter.

2. Purpose

The Nominations, Governance & Corporate Responsibility Committee is established by the Board of Directors. The purpose of the Nominations, Governance & Corporate Responsibility Committee is to:

- (a) identify individuals qualified to become Board members;
- (b) recommend individuals to the Board for nomination as members of the Board and its committees;
- (c) ensure performance of members of the Board is reviewed;
- (d) review the development and recommendation to the Board of corporate governance principles applicable to ANZ;
- (e) ensure an appropriate Board and Committee structure is in place so that the Board can perform a proper review function; and
- (f) review ANZ's approach to, and strategies for, ensuring Corporate Responsibility remains an important focus and integrated into overall business performance.

3. Powers of the Nominations & Corporate Governance Committee

The Nominations, Governance & Corporate Responsibility Committee has the ability to direct any special investigations deemed necessary and to consult independent experts where considered necessary to carry out its duties. Costs of such consultations are borne by ANZ.

4. Duties of the Nominations, Governance & Corporate Responsibility Committee

The following duties are structured in accordance with the Nominations, Governance & Corporate Responsibility Committee's purposes:

- (a) To make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board.

- (b) To identify individuals believed to be qualified to become Board members and to recommend such candidates to the Board. In nominating candidates, the Committee shall take into consideration such factors as it deems appropriate. These factors may include judgement, skill, diversity, experience with businesses and other organisations of comparable size, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board.
- (c) To identify Board members qualified to fill vacancies on any committee of the Board (including the Committee) and to recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of the committee, if any, as well as any other factors it deems appropriate, including without limitation the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members.
- (d) Establish procedures for the Committee to exercise oversight of the evaluation of the Board and management.
- (e) Recommend to the Chairman of the Board the appropriate process for evaluation of the performance of each director.
- (f) Develop and recommend to the Board a set of corporate governance principles applicable to the Company, and to review those principles at least once a year.
- (g) Review and recommend to the Board for approval the Corporate Governance Statement contained in the Company's Annual Report or any other statutory report or document.
- (h) Review management's proposed corporate responsibility objectives for the Company, recommend them to the Board as and where appropriate, and review the approved objectives at least once each year.
- (i) Review and approve management's strategies to achieve the Company's corporate responsibility objectives, and monitor the progress of their implementation.
- (j) Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members, governance or Corporate Responsibility.

5. Meetings

The Nominations, Governance & Corporate Responsibility Committee will meet at least two times annually, and more frequently if it deems necessary.

6. Delegation to Subcommittee

The Nominations, Governance & Corporate Responsibility Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

ANZ Environment Charter

We have an obligation to our **stakeholders** – customers, shareholders, staff and the community - to operate in a way that advances sustainability and mitigates our environmental impact. Our commitment to improve our environmental performance is integral to our “making a sustainable contribution to society”.

We acknowledge that we have an impact on the **environment**:

- Directly through the conduct of our business operations.
- Indirectly through the products and services we provide to our customers.

We recognise that our own environmental **reputation** and that of our customers has a bearing on ANZ’s long-term financial success. Our being a trusted member of the community depends in part on our ability to manage our own environmental issues and help our customers to do the same.

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Approved:



John McFarlane, CEO

Dated:

30 June 2005