



Corporate Governance Statement.

(As at 30 June 2018)

CORPORATE GOVERNANCE

ME is committed to fulfilling its corporate governance obligations and responsibilities in the best interests of the bank and its shareholders. The bank believes that good corporate governance is based on a set of values and behaviours that underpin day-to-day activities, provide transparency and fair dealing, and promote financial stability and healthy economic growth that can deliver better outcomes for the bank's customers and help all Australians get ahead.

In performing its role, ME's board is committed to a high standard of corporate governance practice as well as fostering a positive and engaging high performance culture, which encourages values-based leadership to enable the execution of the bank's strategy and to create a diverse and inclusive workplace.

The bank's approach to corporate governance is cognisant of a range of principles and frameworks, including the ASX Corporate Governance Council Corporate Governance Principles and Recommendations and APRA Prudential Standards. The board is conscious that best practice in the area of corporate governance is continuously evolving, and will continue to anticipate and respond to further corporate governance developments.

The bank's Corporate Governance Statement outlines the key components of ME's corporate governance framework, which provides guidance for the board, executives and employees. It defines their respective roles, responsibilities and the conduct expected of them. The framework establishes the structure through which the bank sets its objectives and ensures strategic guidance of the bank, the effective monitoring of the ongoing performance of management by the board, and the board's accountability to the bank and its shareholders.

BOARD

ME is committed to ensuring that the composition of the board continues to include directors who bring an appropriate mix of skills, experience and diversity to board decision-making.

As of 30 June 2018, the board comprised seven independent directors. Justin Milne has indicated his intention not to seek re-election when his term concludes at the annual general meeting (AGM) in October 2018.

The bank seeks to have a board that has the right mix of individuals with relevant attributes, skills, knowledge and experience, with the overall collective competence to deal with the bank's current and emerging issues and effectively review the performance of management. These criteria are summarised below:

Attributes	Skills, knowledge & experience
<ul style="list-style-type: none">• Commitment to the bank's values• Willingness to embrace change and resolve dilemmas• Ability to confront and defuse political interference so that it does not prevent sound decision-making• Ability to focus on the big picture and strategic context of decisions• Capacity to build harmonious, productive working relationships• Confidence to express views openly at all levels• Strong desire to see the management team develop and succeed• Ability to focus on the process by which results are achieved as well as the results themselves• Ability to consider various alternatives when faced with complex situations• Desire to contribute to long-term success as opposed to short-term expediency	<ul style="list-style-type: none">• Retail banking• Superannuation• Industrial relations• Human resource management• Sales• Marketing and branding• Accounting and finance• Risk management and controls• IT• Digital• Governance• Communications• Auditing• Compliance

The board has a diverse range of experience in banking and financial services as well as in other sectors. The experience of the board members is set out to the right.



**Ken Hodgson
Chairman**

Director since January 2012
Chairman since January 2016

In addition to his role as Chairman of the board, Ken is the Chair of the People and Remuneration Committee and the Nominations Committee. He is also a member of the Audit and Governance Committee and the Investments and Partnerships Strategy Committee. He is a director of Hydro Tasmania and spent 28 years working at Westpac and National Australia Bank in their retail banking divisions - including as General Manager, Consumer Financial Services at Westpac and as General Manager, Personal Financial Services at National Australia Bank. Prior to joining the board, Ken worked for AGL Energy Ltd as Group General Manager, Retail Energy.



**Christine Christian
Non-Executive Director**

Director since November 2012

Christine is the Chair of the Risk and Compliance Committee and a member of the Audit and Governance Committee. Christine is an independent company director; her current directorships include FlexiGroup Ltd, State Library of Victoria, Lonsec Financial Group, Kirwood Capital and Victorian Managed Insurance Authority. She is a council member of La Trobe University and has more than 30 years' experience in senior executive roles in Australia and overseas, primarily in the credit risk, financial services and global business publishing sectors - including 14 years as CEO of Dun & Bradstreet Australia and New Zealand, Chairman of Dun & Bradstreet Consumer Credit Services and Executive Director of Dun & Bradstreet India.



**Justin Milne
Non-Executive Director**

Director since November 2012
Justin returned from a leave of absence on 1 November 2017

Justin has been a member of the Digital Committee since his return from leave of absence. He is the Chairman of the Australian Broadcasting Corporation (ABC) and Chair of MYOB Group Ltd and NetComm Wireless Ltd. He is a non-executive director of Tabcorp Holdings Ltd and NBN Co Ltd and has served in senior executive roles, including as Group Managing Director at Telstra where he was responsible for BigPond Broadband and Telstra's media businesses. Prior to Telstra, he was the CEO of OzEmail and the Microsoft Network. He is currently President of the Leichhardt Rowing Club.



Greg Combet
Non-Executive Director

Director since November 2014

Greg is the Chair of the Investments and Partnerships Strategy Committee and a member of the People and Remuneration Committee, Risk and Compliance Committee (from 6 December 2017) and Digital Committee (to 31 October 2017). He is Deputy Chair of Industry Super Australia Pty Ltd, Deputy Chair of IFM Investors and Director of Greg Combet Pty Ltd. He also holds a number of consultancy and advisory roles. Greg held various cabinet, ministerial and parliamentary roles within the Australian Government from 2007 to 2013, including as Minister for Industry and Innovation, Minister for Climate Change and Energy Efficiency, and Minister for Defence Personnel, Science and Material. He was formerly Secretary of the Australian Council of Trade Unions (ACTU) and a director of AustralianSuper. During the year, he was a patron of the Black Lung Victims Group.



Elana Rubin
Non-Executive Director

Director since October 2016

Elana is a member of the Digital Committee, the People and Remuneration Committee and the Investments and Partnerships Strategy Committee. She is currently a director of Mirvac Group, Afterpay Touch Group, Transurban Queensland, Victorian Funds Management Corporation, Victorian Managed Insurance Authority, RGA Reinsurance Company of Australia, and Slater and Gordon. Elana has over 20 years' experience as a non-executive director on private, government and not-for-profit boards, and is a member of several advisory boards in investment, property and public policy. Previous non-executive directorships include Chair of AustralianSuper as well as director of TAL, MLC Life and SecondBite.



Cheryl Bart AO
Non-Executive Director

Director since July 2016

Cheryl is Chair of the Digital Committee and is a member of the Risk and Compliance Committee. She is currently a non-executive director of SG Fleet Group Ltd, Audio Pixels Holding Ltd, Invictus Games Sydney 2018 and Powering Australian Renewables Fund. She is also a trustee/director of the Prince's Charities Australia. Cheryl has a diverse director portfolio background, chairing both committees and boards across the utilities, funds management, auto-finance and leasing, broadcasting, technology and infrastructure sectors. Previous non-executive directorships include ANZ Trustees Ltd, Environment Protection Authority, South Australian Film Corporation and ABC.



John Nesbitt
Non-Executive Director

Director since February 2017

John is Chair of the Audit and Governance Committee as well as a member of the Risk and Compliance Committee and the Investments and Partnerships Strategy Committee. John is Chairman of AMP Capital Holdings Limited. He is a member of Genpact Advisory Council and an external member of the Managed Investment Schemes Compliance Committee. John has broader financial services experience through his roles as CEO of Suncorp Banking and Wealth, and before that, Chief Financial Officer (CFO) of Suncorp. He has previously been Chair of the Perpetual Superannuation Board and has had memberships at a number of other management and industry representative boards.

BOARD RESPONSIBILITIES

The bank has laid solid foundations for the management and oversight of its operations and administration, including clear guidelines on who the board comprises; well understood delineations on the roles of Chairman, Company Secretary and CEO; and clear enunciation of the board's priorities.

The composition of the board is determined in accordance with the bank's constitution and the following guidelines:

- The board maintains a majority of independent non-executive directors.
- The board comprises directors with an appropriate range of qualifications and experience.
- In accordance with the Board Renewal Policy, the directors are rotated through the mechanisms contained in the ME Constitution, which require a third of directors to retire in each year, with a three-year rotation period for each director. Directors retiring by rotation may stand for re-appointment. This process is used to periodically review and recommend changes in the composition of the board.

The board's authority level is described in ME's constitution and in the bank's Authorities and Delegations Policy. The Board Charter, on the other hand, sets out the roles and responsibilities of the board and describes those matters expressly reserved for the board, as outlined below, and those delegated to management:

- appointing and, if necessary, removing the CEO
- reviewing and approving the Business Plan and budget
- providing strategic direction to the bank by engaging with the CEO in the development and oversight of the execution of the Business Plan and budget
- monitoring performance against the Business Plan and budget and reviewing that performance with the CEO
- setting the bank's risk appetite and ensuring the bank has in place an appropriate Risk Management Framework and processes that support that appetite and within which management must operate
- approving any major corporate initiatives
- ensuring that management decisions are consistent with delegated authorities and the interests of shareholders
- overseeing the integrity of the bank's accounting and corporate reporting, including the external audit
- monitoring the effectiveness of the bank's governance practices
- assisting the CEO in creating the desired staff culture
- supporting the CEO in nurturing staff and developing succession plans
- fostering an environment of innovation and deep customer understanding
- ensuring the bank's shareholders are provided with the appropriate information in a timely manner
- overseeing the appointment, and when necessary, replacement of other senior executives
- approving the remuneration framework
- performing other such functions as prescribed by law or assigned to the board.

The Board Charter, which is reviewed annually, and the ME Constitution are available on the ME corporate website mebank.com.au

The primary role of the board is to protect the rights and interests of the bank and to create value for its shareholders and their members, with due regard to the interests of other stakeholders. The board has overall responsibility for overseeing the effective management and control of the bank and supervising management's conduct within a control and authority framework, which is designed to enable risk to be prudently and effectively assessed, monitored and managed. The role of the board is to approve strategic direction, guide and monitor management in achieving its strategic plans, and oversee good governance practice.

The board meets at least 11 times a year and follows meeting protocols designed to ensure all directors are appropriately informed and properly consider all agenda items.

CHAIRMAN AND COMPANY SECRETARY'S DUTIES

The Chairman is elected from the independent non-executive directors. The responsibilities of the Chairman are set out in the Board Charter.

The Company Secretary is appointed by the board. The Company Secretary attends board and board committee meetings and is responsible for providing directors with advice on corporate governance and other issues affecting the functioning and operations of the board. The Company Secretary is responsible for monitoring compliance with the board's procedures and implementing the governance framework to give practical effect to the board's decisions. The Company Secretary is also responsible for facilitating good information flows between the board and its committees and between the directors and management, as well managing the induction of new directors and the ongoing professional development of directors.

BOARD COMPOSITION

The board is conscious of the need to ensure proper processes are in place to deal with succession issues at a board level. The board believes succession and renewal planning should be managed over the medium to longer term, and that the length of service of each director is appropriately balanced. The current directors possess an appropriate mix of skills, experience, expertise and diversity to enable the board to discharge its responsibilities and deliver the bank's strategic priorities.

The board has established a Nominations Committee, with responsibilities which include identifying new directors from time to time. An external independent recruitment firm may be engaged as part of the process of recruiting and evaluating suitable candidates for appointment as a director.

Furthermore, before any letter of appointment is issued to a new director, enquiries, reference checks, checks of bankruptcy and criminal records, and validation of other records are carried out to affirm to the board that the person is of sound character and has the relevant attributes desired by the board to be a director of ME. In addition, directors must satisfy any other requirements as set out in, or made in accordance with, the Fit and Proper Requirements in the Fit and Proper Policy.

INDEPENDENCE

The board recognises the importance of directors bringing independent judgement to all board decisions. In board deliberations, directors are expected to be free of any business or other relationship that could materially interfere with – or could reasonably be perceived to materially interfere with – the independent exercise of their judgement. The directors regularly confer without management present.

PERFORMANCE AND EVALUATION

The board and its committees carry out regular evaluations. A program is in place for the annual self-evaluation of performance by the board and each of its committees. A self-evaluation of the performance of the Risk and Compliance Committee, the Audit and Governance Committee, Digital Committee and People and Remuneration Committee was undertaken in FY18. The outcomes of the questionnaires were collated and the results were reported to the relevant committee and the board. The Nominations Committee and the Investments and Partnerships Strategy Committee did not undertake an evaluation.

The Chairman conducted one-on-one discussions with all directors. The board did not conduct a self-evaluation during FY18, but is having an external evaluation undertaken in the first half of FY19.

DIVERSITY

ME is a values-based organisation committed to creating an inclusive culture that embraces and values diversity. ME's approach encompasses both diversity and inclusion, as ME believes they are inextricably linked. ME's values are embedded in the culture and programs across the organisation. During the year, the board approved a new Diversity and Inclusion Policy. For more information about this, please refer to the People section on page 40 of the Annual Review.

DELEGATED AUTHORITY

The ME Constitution and the Board Charter enable the board to give delegations to board committees, the CEO and the executive team. Matters reserved for the board include decisions about ME's strategy, major projects and transactions, and the appointment and dismissal of the CEO. The purpose of each committee and the roles and responsibilities delegated to each committee are captured in the charter of each of the six established committees.

The board has established an Audit and Governance Committee, a Risk and Compliance Committee, a People and Remuneration Committee, a Digital Committee, an Investments and Partnerships Strategy Committee, and a Nominations Committee to assist with the execution of its responsibilities.

All directors have a standing invitation to attend committee meetings where there is no conflict of interest. The charter for each of the committees stipulates that the committee acts in an advisory capacity to the board or exercises a delegated authority. The board committee charters are available on the ME corporate website mebank.com.au

The diagram to the right shows the current committees of the board. From time to time, the board may form other committees or request directors to undertake specific duties.

ME BOARD AND COMMITTEE STRUCTURE

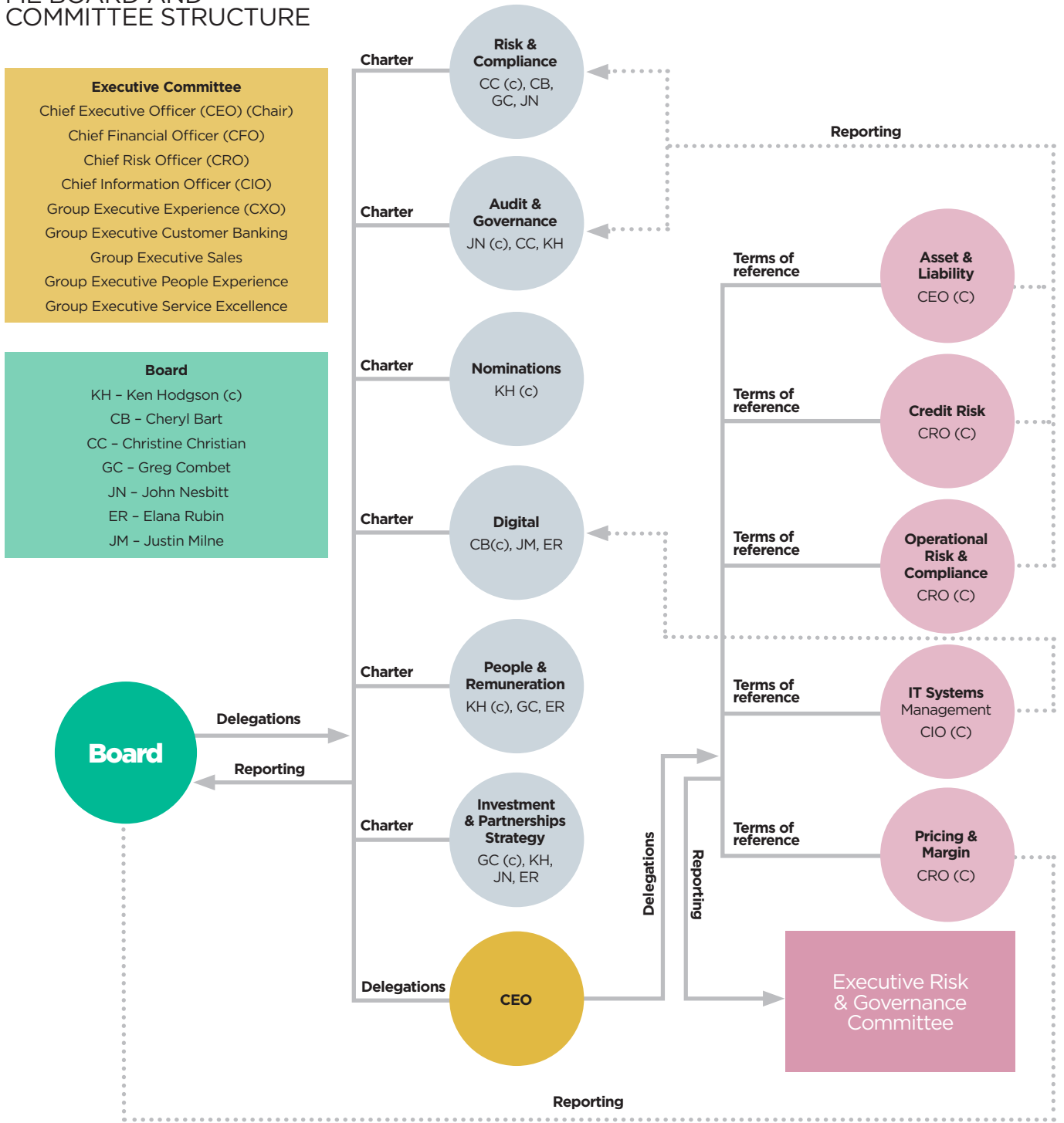


Figure 1 ME board and committees structure as at August 2018

The Executive Committee, Asset and Liability Committee, Credit Risk Committee, Operational Risk and Compliance Committee, IT Systems Committee, Executive Risk and Governance Committee, and the Pricing and Margin

Committee are not board committees, but sit beneath the CEO to implement board-approved strategies and policies, and manage risk for ME.

ROLE OF THE CEO

The CEO is responsible for the leadership and management of the ME Group (being ME and its wholly owned subsidiary ME Portfolio Management Limited). The board delegates the responsibility for the execution and administration of operations to the CEO, and this includes responsibility for implementing ME's strategic direction and managing ME's day-to-day operations. The scope and specific limits of the authority delegated to the CEO and the executive team are clearly documented. These delegations balance effective oversight with appropriate empowerment and accountability of management.

INDUCTION OF NEW DIRECTORS AND ONGOING DEVELOPMENT

New directors are provided with a letter of appointment and participate in a comprehensive induction program covering ME's financial, strategic, operational and risk management position. Appointees are provided with an information pack including governance policies and business information, and receive presentations on ME's business functions by key members of the executive and senior management teams.

All directors are expected to maintain the skills required to carry out their obligations to the bank. On an ongoing basis, directors are provided with papers, presentations and briefings on a range of topics relevant to the bank's business activities.

CODE OF CONDUCT AND PRINCIPLES FOR DOING BUSINESS

The board recognises the importance of being an inclusive employer and the value of a safe, fair and respectful workplace where there is no room for intolerance. ME is a place where teamwork is valued and diversity is celebrated. The board is committed to embracing diversity and creating an environment where everyone can reach their full potential across the organisation.

ME has a Code of Conduct which provides an ethical and legal framework for all directors, employees and contractors. The Code of Conduct sets out a number of overarching principles of ethical behaviour which are set out under the following headings:

- integrity
- respect
- be your best
- live our values.

Training about the Code of Conduct is part of the induction process for all new ME employees. It is also a requirement that ME employees complete regular online refresher training about the Code of Conduct.

As a values-based organisation, ME believes in free and open communication on even the most difficult of issues. ME's values of Love Monday, Have a Swing, Ride the Subway, Stay Hungry and Go to the Moon allow all employees to feel confident they may, in good faith, raise concerns internally.

The Code of Conduct provides a mechanism to enable employees to report actual or suspected breaches, including through the Speak Up Policy. The Speak Up Policy gives ME employees an avenue for speaking up regarding actual or suspected inappropriate conduct or activities. This includes instances where the employee is reluctant to, or it would be inappropriate to, follow a standard notification process or wishes to make a report anonymously.

The board has delegated responsibility to the Audit and Governance Committee for ensuring ME has in place, and that ME employees are aware of, policies and procedures for ME employees to submit information about accounting, internal control, compliance, audit and other matters about which the employee has concerns in a confidential manner.

The board also continues to actively listen to the needs of its employees through the annual HowÜDoin? employee engagement survey.

CONFLICTS OF INTEREST

Directors have a duty to not place themselves in a position which gives rise to a real or substantial possibility of conflict of interest or duty, in relation to any matter which is or is likely to be brought before the board. All directors are required to disclose any actual, potential or perceived conflicts of interest prior to their appointment and on an ongoing basis. Directors are required to keep these disclosures to the board up-to-date through formal standing notices.

The bank's Conflicts of Interest Policy, Board Disclosure of Interests and Handling Conflicts of Interest procedures set out disclosure obligations and procedures to be followed by directors in the event of a conflict or potential conflict of interest or duty.

The ME board is responsible for ensuring the bank's conflicts of interest systems and controls are appropriately designed and effectively implemented across the bank.

FIT AND PROPER PERSON ASSESSMENT

ME has a board-approved Fit and Proper Policy that meets the requirements of APRA Prudential Standards. The fitness and propriety of all directors and any senior manager of any ME company is assessed annually against a variety of criteria outlined in the policy.

BOARD AUDIT AND GOVERNANCE COMMITTEE

The board is ultimately responsible for the sound and prudent management of the bank, including oversight of ME's risk management framework, which governs the way ME manages risks arising in its operations. In discharging its responsibilities, the board places reasonable reliance on the recommendations and advice from the Audit and Governance Committee, external advisers and management. The Audit and Governance Committee maintains direct, unfettered access to the bank's external auditor, internal auditor, management and heads of risk management functions. Details of the number of Audit and Governance Committee meetings held during the year, and attendance at those meetings, are set out in the Directors' Report, which forms part of the FY18 Annual Financial Report.

The charter of the Audit and Governance Committee provides for it to assist the board in fulfilling its corporate governance and oversight responsibilities by monitoring ME's internal control system, risk management framework and internal and external audit functions to maintain the integrity of financial reporting.

Under its charter, the Audit and Governance Committee must have at least three members, the majority being independent non-executive directors. The charter also requires that all members have a working familiarity with basic finance and accounting practices, with at least one member of the committee having accounting-related financial management expertise. The charter is reviewed and updated annually.

The charter includes the authority and powers, responsibilities, duties and composition of the committee. The Audit and Governance Committee's charter is available on the ME corporate website mebank.com.au

The Chair of the Audit and Governance Committee reports to the board on the committee's proceedings and all matters relevant to the committee's duties and responsibilities. Minutes of meetings are included in the papers for subsequent board meetings.

EXTERNAL AUDITOR

The role of the external auditor is to provide an independent opinion that the bank's financial reports are true and fair, and comply with applicable regulations. ME's external auditor is Deloitte Touche Tohmatsu, who has been engaged since March 2007. Under the bank's Auditor Independence Policy, the audit engagement partner rotates every five years. The Audit and Governance Committee is responsible for making recommendations to the board on the selection, appointment, evaluation and removal of the bank's external auditor.

The external auditor must refuse to accept engagements involving non-audit services under which the auditor assumes the role of management, becomes an advocate for the ME Group, or offers services that could be reviewed as part of the audit.

The external auditor attends the bank's AGM and is available to answer shareholder questions about the conduct of the audit as well as the preparation and content of the auditor's report.

As part of the approval of the financial statements, the board will receive certification from the CEO and CFO that the financial records of the bank have been properly maintained to provide for a true and fair view of the bank's financial position and performance, and that the financial statements and notes provide for and comply with all relevant accounting standards.

ACCOUNTABILITY

ME has a Prudential Disclosures Policy, which provides for the bank to meet its obligations to make public disclosures that reflect the scope and complexity of the bank's operations (including the sophistication of its risk management systems and processes) and that are appropriate, accurate, high-quality and timely. The disclosures are intended to provide information that contributes to the transparency of financial markets and enhances market discipline.

The Audit and Governance Charter requires the committee to review the effectiveness of ME's financial reporting. Communications about the half and full-year financial results are approved by the board before they are published.

SHAREHOLDER COMMUNICATION AND PARTICIPATION

ME recognises the importance of keeping its shareholders fully informed and has an established network engagement framework, which provides pathways for two-way communication between the bank, the board and shareholders, including quarterly CEO Updates and financial presentations.

During FY18, the board also established a Shareholder and Key Stakeholder Engagement Group, which is a bi-annual forum for nominated shareholders and stakeholder representatives to meet with the Chairman, other directors and senior management to discuss relevant matters.

The bank diligently releases financial information, including its annual Business Plan, valuation, half and full-year financial results and APRA regulatory disclosures to its shareholders. In the first instance, shareholders receive information in electronic format with an option to receive printed material.

The AGM provides an important opportunity for engaging and communicating with shareholders. Shareholders are encouraged to attend and actively participate in the bank's AGM; those who are unable to attend the AGM are able to lodge their proxies through a number of channels.

ME's corporate website mebank.com.au provides detailed information about the bank's business and operations. Details of ME's board members and executive team can be found here. Information about ME's corporate governance is also available and includes the ME Constitution, board and board committee charters, Annual Review and an extensive list of other policies that support corporate governance.

RISK MANAGEMENT

The board has a risk management framework to support the identification and management of all material risks across the bank. A strong internal controls system ensures all controls are appropriately designed and implemented to help the bank operate within the risk appetite settings approved by the board. A standardised, integrated and risk-based assurance program provides line-of-sight across ME's management of all material risks, to help ensure the bank meets both its regulatory obligations and business objectives.

The risk management framework is centred on a unifying Risk Management Statement, signed by the CEO, which outlines why good risk management is a critical enabler of the bank's corporate objectives. Four risk management standards support the risk management policies, processes, guidelines, tools and practices that enable ME to meet stakeholder expectations.

Collectively, these elements of ME's framework:

- allow the board to establish and monitor risk appetite limits that reflect organisational strategy and good governance
- measure – across highly quantifiable risk classes such as credit, market, and liquidity risk – the risk capacity of the organisation, and apply meaningful risk tolerances

- measure – across more qualitative risk classes, specifically operational risk – the relative distribution of risk exposures, and develop and apply meaningful risk appetite limits for ME's 21 operational risk classes
- monitor the bank's risk exposures to its risk limits and provide relevant reporting and insight, for both management/board and regulators
- ensure clear accountability for the key controls on which the bank relies to operate an effective business and meet its regulatory and contractual obligations
- ensure adequate and effective business continuity capabilities are in place and regularly tested
- support the development of new or enhanced products and services, and the projects that deliver them
- provide insight for the board on the risk culture of the organisation
- assist the organisation make better risk-based decisions to achieve its purpose and business objectives.

The framework supports a 'three lines of defence' governance model, which is reflected across roles and responsibilities, management and board committee structures, decision-making and reporting.

The Risk Management Framework is a living document which is updated as required.

The following management committees have been established to assist the board and its committees oversee implementation of these policies and the underlying risk management frameworks as well as set appropriate risk parameters and control limits:

- Credit Risk Committee
- Asset and Liability Committee
- Operational Risk and Compliance Committee
- Executive Risk and Governance Committee.

Additionally, these committees ensure management monitor and promote compliance within the limits set in the board-approved Risk Appetite Statement.

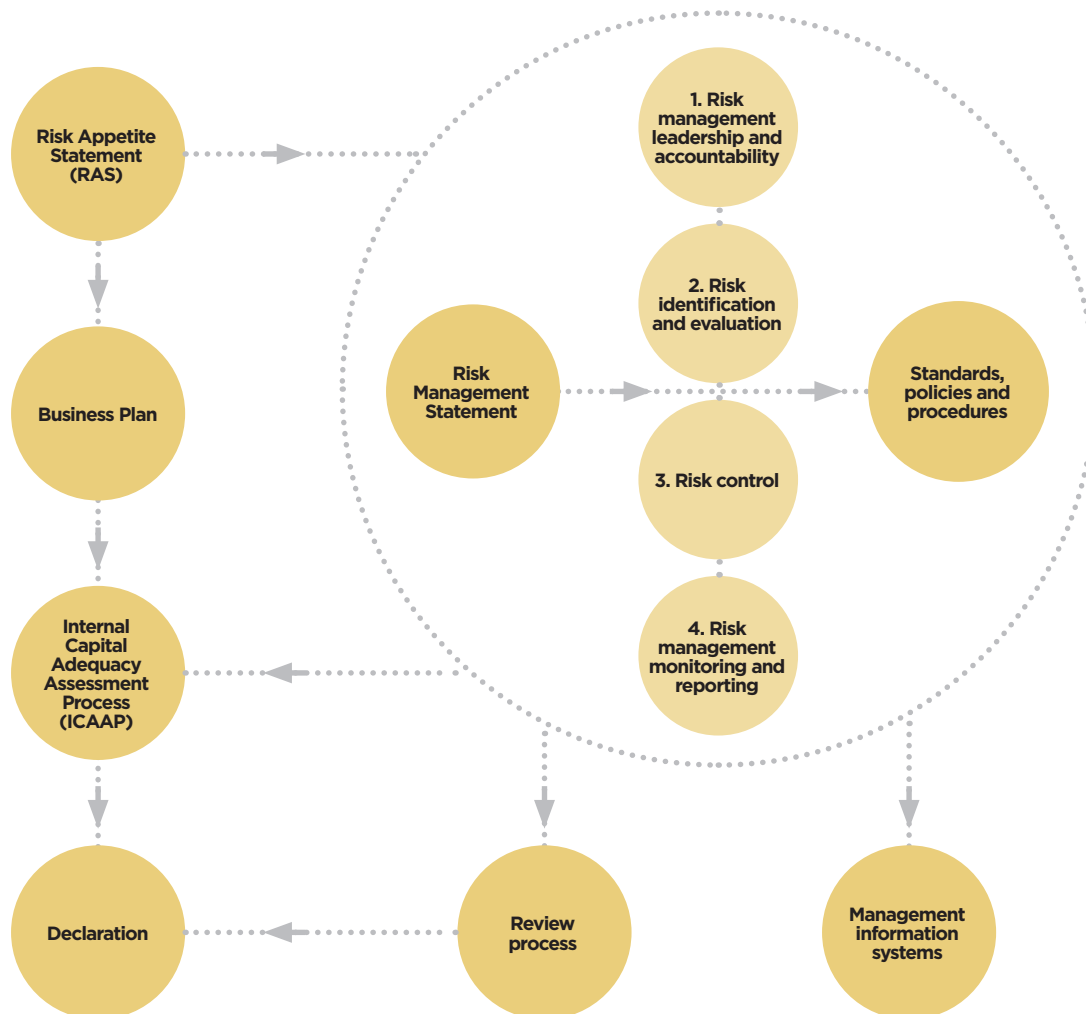


Figure 2 ME's Risk Management Framework

In order to demonstrate that the bank has met APRA requirements around risk management, the Chair of the board and the Chair of the Risk and Compliance Committee provide a Risk Management Declaration annually regarding the bank's compliance with prudential standards and processes to identify and manage its material risks. Management follows a process, based on input from all executives, to develop a recommendation for the board regarding the Risk Management Declaration.

ME's internal audit function provides assurance to the Audit and Governance Committee on the effectiveness of ME's Risk Management Framework and on the adequacy and effectiveness of the system of internal controls. The internal audit function is independent of the external auditor and carries out audits under an annual plan approved by the Audit and Governance Committee. The internal audit team makes an independent appraisal of the adequacy and effectiveness of ME's risk management and internal control

systems to provide assurance to the Audit and Governance Committee and the board. The head of internal audit has direct access to the Chair of the Audit and Governance Committee and the internal audit team has unrestricted access to management and the right to seek information and explanations.

REMUNERATION

The People and Remuneration Committee assists the board by ensuring that ME has coherent remuneration policies and practices that fairly and responsibly reward individuals in regard to performance, risk appetite and risk framework. The remuneration policies and practices enable ME to attract, motivate and retain executives and directors who will create value and support ME in achieving its purpose and overall objectives. The Committee has a formal charter that is reviewed annually. A copy of the charter is available on the ME corporate website mebank.com.au

Key management personnel	Company	
	FY18 (\$)	FY17 (\$)
Short-term benefits	4,760,697	5,277,125
Other long-term benefits	836,416	1,205,959
Termination benefits	821,719	-
Total key management personnel compensation	6,418,832	6,483,084

BOARD SCHEDULE OF FEES	FY18 (\$)	FY17 (\$)
Chair of the board	189,000	168,000
Member of the board	94,500	84,000
Audit and Governance Committee		
Chair of the committee	14,200	13,500
Committee member	7,100	6,750
Risk and Compliance Committee		
Chair of the committee	14,200	13,500
Committee member	7,100	6,750
People and Remuneration Committee		
Chair of the committee	14,200	13,500
Committee member	7,100	6,750
Digital Committee (formerly Technology Committee)		
Chair of the committee	14,200	13,500
Committee member	7,100	6,750
Investment and Partnerships Strategy Committee		
Chair of the committee	14,200	-
Committee member	7,100	-

Fixed remuneration details

The remuneration paid to each director is set out below:

Director	Committee membership	FY18 (\$)	FY17 (\$)
K Hodgson	Chair of the board (appointed 1 January 2016)	189,000	168,000
	Member of the board	-	-
	Audit & Governance Committee	7,100	6,750
	Risk & Compliance Committee (ceased 5 April 2017)	-	5,140
	Chair, People & Remuneration Committee	14,200	13,500
	Investment & Partnerships Strategy Committee (appointed 2 April 2018)	1,200	-
		211,500	193,390
C Bart	Member of the board	94,500	84,000
	Risk & Compliance Committee	7,100	6,750
	Chair, Digital Committee	14,200	3,219
	Digital Committee (ceased 5 April 2017)	-	5,140
		115,800	99,109
C Christian	Member of the board	94,500	84,000
	Chair, Audit & Governance Committee	-	13,059
	Audit & Governance Committee	7,100	441
	Chair, Risk & Compliance Committee	14,200	13,500
		115,800	111,000
G Combet	Member of the board	94,500	84,000
	Audit & Governance Committee (ceased 5 April 2017)	-	5,140
	Risk & Compliance Committee (appointed 6 December 2017)	4,042	5,140
	People & Remuneration Committee (appointed 6 April 2017)	7,100	1,610
	Digital Committee (appointed 6 April 2017)	2,349	1,610
	Chair, Investment & Partnerships Strategy Committee (appointed 2 April 2018)	3,386	-
		111,377	97,500
A De Salis	Member of the board (ceased 14 November 2016)	-	31,015
	People & Remuneration Committee (ceased 14 November 2016)	-	2,492
	Digital Committee (ceased 14 November 2016)	-	2,492
		-	35,999

Fixed remuneration details (continued)

Director	Committee membership	FY18 (\$)	FY17 (\$)
J Milne	Member of the board	62,879	64,615
	Chair, Digital Committee (ceased 6 April 2017)	-	10,385
	People & Remuneration Committee (ceased 31 March 2017)	-	1,817
	Digital Committee (appointed 1 November 2017)	4,724	-
		67,603	76,817
J Nesbitt	Member of the board	94,500	34,569
	Risk & Compliance Committee	7,100	2,778
	Chair, Audit & Governance Committee	14,200	883
	Audit & Governance Committee (ceased 5 April 2017)	-	1,670
	Investment & Partnerships Strategy Committee (appointed 2 April 2018)	1,200	-
		117,000	39,900
E Rubin	Member of the board	94,500	62,677
	People & Remuneration Committee	7,100	3,375
	Digital Committee	7,100	3,375
	Investment & Partnerships Strategy Committee (appointed 2 April 2018)	1,200	-
		109,900	69,427
G Weaven	Chair of the board (ceased 31 December 2015)	-	-
	Member of the board (ceased 31 December 2016)	-	45,231
	Chair, People and Remuneration Committee (ceased 31 December 2016)	-	3,635
		-	48,866
Total directors compensation		848,980	772,008

