

Medical Science Committee

Terms of Reference

Purpose

The primary purpose of the Medical Science Committee is to assist the Board discharge its responsibility in relation to the medical aspects of Cochlear's implantable devices program.

Membership

- The Committee shall have at least three members, the majority of whom are Independent (within the meaning set out in the Nomination Committee Terms of Reference) directors.
- The Chair of the Committee shall be an Independent non-executive director of Cochlear.
- The Committee shall include the CEO & President and the SVP Clinical Strategy and Innovation.
- External advisors and/or other executives shall be invited to attend meetings at the Committee's discretion, where their special knowledge and/or expertise can make a material contribution to the discussion.

Secretarial and Meetings

- The Company Secretary shall be Secretary of the Committee.
- The Secretary, in conjunction with the Chair and the SVP Clinical Strategy and Innovation, shall draw up an agenda, which shall be circulated, to the members of the Committee and any invited attendees.
- The Chair will call a meeting of the Medical Science Committee if so requested by any member of the Committee.
- Meetings shall be on an "as needs" basis, with a minimum of two per year.

Authority

- The Medical Science Committee shall have authority to seek information it requires from any officer, employee, consultant or contractor of Cochlear.
- The Medical Science Committee is authorised to take such independent professional or other advice in the fulfillment of its duties, including that from medical experts, at the expense of Cochlear.
- In relation to risk management of medical aspects of Cochlear programs (including medical risks), the Medical Science Committee will liaise with the Audit and Risk Committee.

Responsibilities

- The Medical Science Committee shall consider any matters relating to medical aspects of Cochlear's implantable devices program.

- The Medical Science Committee shall review the findings arising from any of Cochlear's Medical Advisory Meetings.
- The Medical Science Committee shall monitor risk management and the adequacy and appropriateness of internal controls with regard to the management of medical risks associated with Cochlear's activities and shall provide input to the Audit and Risk Committee for the purposes of the Audit and Risk Committee's reviews of Cochlear's Risk Management Framework.
- The Medical Science Committee will annually review its performance and make recommendations to the Board for improving the effectiveness of the Committee.
- The Medical Science Committee shall keep a watching brief on medical and scientific developments and the findings of independent medical experts.
- The Medical Science Committee shall review and make recommendations to the Audit and Risk Committee with respect to medical risks associated with Cochlear's activities.

Current Membership

Chair:	Prof Bruce Robinson, AC
Non-Executive Directors:	Sir Michael Daniell, KNZM Mr Andrew Denver
Managing Director:	Mr Diggory Howitt
Executives:	Dr Brian Kaplan
Secretary:	Mr Ray Jarman

Last Updated: 18 November 2020