

Medical Science Committee

Terms of Reference

Purpose

The primary purpose of the Medical Science Committee (the **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 and a member of the Product & Services Innovation Committee.
- The Committee shall include the Managing Director.
- SVP Global Clinical Strategy & Innovation and other executives and/or external advisors 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 the Secretary of the Committee.
- The Secretary, in conjunction with the Chair and the SVP Global Clinical Strategy & Innovation, shall draw up an agenda for each meeting, which shall be circulated by the Secretary, to the members of the Committee and any invited attendees.
- The Chair will call a meeting of the 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.
- The quorum of the meeting shall be a minimum of two Non-executive Directors who are members.

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 responsibilities of the Medical Science Committee are:

- Oversight of Cochlear’s clinical strategy and its implementation by Management to ensure alignment with Cochlear’s corporate strategy, including
 - clinical studies initiated by Cochlear;
 - investigator initiated research; and
 - contributions to global hearing related studies.
- Oversight of compliance with regulatory systems, their functions and changes in all markets.
- Oversight of Cochlear’s quality systems, including identification of complaints and institution of critical corrective actions.
- 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; and
 - shall review and make recommendations to the Audit and Risk Committee with respect to medical risks associated with Cochlear’s activities.
- The Medical Science Committee shall oversee Cochlear initiated or sponsored clinical studies and literature research as evidence to support the efficacy of cochlear implantation as a treatment for hearing loss and reviewing new clinical research and assessing new medical and scientific technology that may enhance hearing impaired patient outcomes.

Review of Committee Performance

The Medical Science Committee will annually assess the capabilities of the Committee to discharge its responsibilities, review its performance and make recommendations to the Board for improving the effectiveness of the Committee.

Reporting to the Board

The Chair of the Committee will report to the Board after each Committee meeting the findings and recommendations of the Committee and the minutes of all Committee meetings will be circulated promptly to all members of the Board.

Current Membership

Chair:	Prof Bruce Robinson, AC
Non-executive Directors:	Sir Michael Daniell, KNZM
	Mr Michael del Prado
	Mr Andrew Denver
Managing Director:	Mr Dig Howitt
Secretary:	Mr Ray Jarman

Last Updated: 12 December 2022