

# Terms of Reference of the Board Committees

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# Governance and Performance Committee

Adopted by the Board of Directors on: 1 June 2025

Last amended by the Board of Directors on: not applicable

## 1. Mandate and Delegated Authority

### 1.1 Mandate

The Governance and Performance Committee (the "Committee") is established by the Board of Directors to oversee the performance of the Association, the governance framework, the selection, evaluation and remuneration of the Director General and Officers, and the Associations' remuneration policies and leadership development.

### 1.2 Delegated Authority and Decision-Making

The Committee has the following decision-making authority:

- approving standard operating procedures for the effective implementation of the governance framework.

The Committee has the following advisory responsibilities:

- setting performance targets for the Association, subject to the approval of the Board of Directors;
- leading the selection process for the Director General, Chief Financial Officer, and Corporate Secretary, for their appointment or reappointment by the Board of Directors;
- evaluating the performance and recommending the remuneration of the Director General, Chief Financial Officer, and Corporate Secretary, subject to Board of Directors approval;
- recommending governance improvements; and
- organizing the Board of Directors performance evaluations and selecting the external independent reviewer for the periodic performance evaluation of the Board of Directors.

The Committee has the following oversight responsibilities:

- overseeing the performance of the Association against its performance targets;
- reviewing the Association's business plan and objectives and providing guidance to the Director General;
- overseeing the Association's Environmental, Social, and Governance (ESG) performance, ensuring regular Board of Directors reporting on ESG risks and compliance; and
- overseeing the Association's remuneration policies for senior officers.

### 1.3 Referral to the Board of Directors

The Committee refers the following matters to the Board of Directors:

- any material issues with the performance of the Association and its Officers;
- recommendations on governance improvements;
- major organizational restructuring;
- any significant findings from the governance review that require Board of Directors action;
- any significant adjustments to remuneration policies or leadership succession strategies; and
- any other matter beyond its delegated authority.

## 2. General Provisions

The Rules of Committees apply to all aspects of the Committee's operations, including meetings, quorum, voting, notice, agenda-setting, special meetings, informal meetings, and reporting requirements.



### 3. Members

The Committee is composed of a minimum of five and a maximum of nine Directors, including the following *ex officio* members:

- (i) the Chair;
- (ii) the Chair-Elect;
- (iii) the Chair of the Strategy and Policy Committee;
- (iv) the Chair of the Finance, Risk & Audit Committee; and
- (v) the Chair of the Membership Committee.

The remaining Committee members are appointed for a period coinciding with their current term on the Board of Directors.

### 4. Meetings

(a) The Committee holds three regular meetings per year.

(b) Meetings are held electronically, unless otherwise decided by the Committee Chair and the Corporate Secretary.

(c) The Committee may hold confidential sessions, attended only by Committee members, to discuss the performance, remuneration and selection of the Director General, Chief Financial Officer, and Corporate Secretary. The Senior Vice President People, Performance and Development may attend but may be excluded by the Committee as needed. If the Corporate Secretary is absent, the Senior Vice President acts as Secretary for the session. If neither is present, the Chair assumes this role, ensuring key decisions are recorded while maintaining confidentiality.

# Industry Strategy and Policy Committee

Adopted by the Board of Directors on: 1 June 2025

Last amended by the Board of Directors on: not applicable

## 1. Mandate and Delegated Authority

### 1.1 Mandate

(a) The Strategy & Policy Committee (the "Committee") is established by the Board of Directors to ensure that the Association's initiatives, advocacy, and policies align with the Board of Directors' strategic objectives for the airline sector.

(b) The Committee focuses on issues of strategic importance, particularly where alignment is in the collective interest of the membership. It ensures that IATA's global policy approach remains responsive to regional contexts and political realities.

(c) The Committee acts within the strategic direction and policy framework set by the Board of Directors, ensuring that all guidance and recommendations remain consistent with the decisions and objectives of the Board of Directors.

### 1.2 Delegated Authority and Decision-Making

The Committee has the following decision-making authority:

- approving industry strategy and policies, ensuring alignment with the overarching strategic direction and objectives set by the Board of Directors.

The Committee has the following advisory responsibilities:

- providing strategic direction on industry trends and guiding research priorities to shape policy recommendations for Board of Directors consideration.

The Committee has the following oversight responsibilities:

- providing guidance to IATA on the implementation of Board of Directors-adopted policies and strategies.

### 1.3 Referral to the Board of Directors

The Committee refers the following matters to the Board of Directors:

- any strategic or policy matters requiring Board of Directors approval; and
- any other matter beyond its delegated authority.

## 2. General Provisions

The Rules of Committees apply to all aspects of the Committee's operations, including meetings, quorum, voting, notice, agenda-setting, special meetings, informal meetings, and reporting requirements.

## 3. Members

The Committee is composed of a minimum of seven and a maximum of nine Directors, including at least one Director from each region.

Committee members are appointed for a period coinciding with their current term on the Board of Directors.



#### **4. Meetings**

(a) The Committee holds three regular meetings per year.

(b) Meetings are held electronically, unless otherwise decided by the Committee Chair and the Corporate Secretary.



# Finance, Risk and Audit Committee

Adopted by the Board of Directors on: 1 June 2025

Last amended by the Board of Directors on: not applicable

## 1. Mandate and Delegated Authority

### 1.1 Mandate

The Finance, Risk & Audit Committee (the "Committee") is established by the Board of Directors to oversee financial policies, budgeting, audits, risk management, and financial compliance of the Association.

### 1.2 Delegated Authority and Decision-Making

The Committee has the following decision-making authority:

- approving unbudgeted expenditures, up to USD1.25 million.

The Committee has the following advisory responsibilities:

- reviewing the Association's annual budget and dues and recommending their approval to the Board of Directors;
- reviewing financial statements and recommending their approval to the Board of Directors; and
- recommending the appointment of the external auditor.

The Committee has the following oversight responsibilities:

- overseeing internal and external controls and risk mitigation frameworks; and
- assessing and overseeing cybersecurity and data security risks.

### 1.3 Referral to the Board of Directors

The Committee refers the following matters to the Board of Directors:

- major financial risks or irregularities identified through audits;
- any substantial compliance issues related to financial regulations or fiduciary responsibilities; and
- any other matter beyond its delegated authority.

## 2. General Provisions

The Rules of Committees apply to all aspects of the Committee's operations, including meetings, quorum, voting, notice, agenda-setting, special meetings, informal meetings, and reporting requirements.

## 3. Members

The Committee is composed of a minimum of three and a maximum of nine Directors.

Committee members are appointed for a period coinciding with their current term on the Board of Directors.

## 4. Meetings

(a) The Committee holds three regular meetings per year.

(b) Meetings are held electronically, unless otherwise decided by the Committee Chair and the Corporate Secretary.

# Membership Committee

Adopted by the Board of Directors on: 1 June 2025

Last amended by the Board of Directors on: not applicable

## 1. Mandate and Delegated Authority

### 1.1 Mandate

The Membership Committee (the "Committee") is established by the Board of Directors to oversee the Association membership eligibility, compliance and appeals, as well as nominations for membership in the Board of Directors.

### 1.2 Delegated Authority and Decision-Making

The Committee has the following decision-making authority:

- suspending or terminating members in accordance with By-Law No.1: Articles of Association;
- deciding on appeals of decisions made by the Director General regarding IATA membership;
- deciding on appeals by individuals removed from the Board or Board Committees; and
- deciding on appeals related to access to documentation.

The Committee has the following advisory responsibilities:

- evaluating nominations for Board of Directors membership based on their individual profiles while ensuring diversity and broad representation of the Association's membership.

The Committee has the following oversight responsibilities:

- providing guidance to the Director General on the Association's membership applications where eligibility is unclear or raises concerns;
- advising the secretaries and chairs of the Board, Board Committees and advisory and consultative bodies on cases where members or their representatives fail to comply with the Association's by-laws; and
- advising IATA on membership strategies to maintain a strong and representative membership base.

### 1.3 Referral to the Board of Directors

The Committee refers the following matters to the Board of Directors:

- any disputes related to the suspension or termination of membership;
- any membership suspension or termination decision requiring exceptional consideration beyond established criteria;
- any extension of a membership suspension;
- any proposed major changes to membership eligibility criteria or policies; and
- any other matter beyond its delegated authority.

## 2. General Provisions

The Rules of Committees apply to all aspects of the Committee's operations, including meetings, quorum, voting, notice, agenda-setting, special meetings, informal meetings, and reporting requirements.

## 3. Members

The Committee is composed of a minimum of five and a maximum of nine Directors.



Committee members are appointed to the Committee for a period that ends one year prior to the expiration of their current term on the Board of Directors.

#### **4. Meetings**

(a) The Committee holds three regular meetings per year.

(b) The Corporate Secretary may call special meetings on an ad hoc basis as required to address urgent membership matters, including cases requiring immediate consideration. The Corporate Secretary consolidates cases requiring consideration as much as possible to limit the number of meetings while ensuring timely decision-making.

(c) Meetings are held electronically, unless otherwise decided by the Committee Chair and the Corporate Secretary.