



Board of directors and board committees

Toyota Australia is underpinned by well-established corporate governance systems. Overall responsibility for corporate governance lies with the Toyota Australia Board of Directors, which oversees the company's day-to-day operations as well as its long-term strategy.

The Toyota Code of Ethics and Standards of Behaviour (outlined in Toyota Australia's Workplace Agreements) guide our understanding, promotion and practice of ethical business standards. Our established risk management framework helps us to understand the risks facing our business and plan accordingly. We take bribery and fraud very seriously and have robust controls in place to manage these.

During the reporting period, Max Yasuda continued his role as Chairman of Toyota Australia, a position he has held since 2007. David Buttner continued in his role as President of Toyota Australia.

One new director was appointed during the reporting period, with Matthew Callachor taking up the role of Vice President from 1 June 2016.

Three directors resigned during the reporting period. Max Gillard resigned as associate director on 8 September 2016. Shinya Kotera and his alternate Takuo Muto resigned on 31 March 2017.

Outside the reporting period, Yoichi Miyazaki was appointed as a director from 1 April 2017. Takuo Muto was appointed as alternate director for Yoichi Miyazaki on 1 April 2017.

The two non-resident directors have alternates to represent them when required.

The Board of Directors met 12 times during the reporting period.

Toyota Australia board of directors as at 31 March 2017

Directors	Appointment
Masahide Yasuda	1 June 2007
David Causebrook Buttner	1 May 2002
Christopher Paul Harrod	1 January 2010
Anthony Lenard Wilson Cramb	1 January 2013
Michael Rausa	1 January 2013
Naoki Fujioka	1 January 2015
Tetsuo Mori	1 January 2016
Alistair Grant Davis (non-resident director)	1 July 2010
Hiroyoshi Ninoyu (non-resident director)	1 May 2015
Matthew John Callachor	1 June 2016
Alternate directors	
David Causebrook Buttner (alternate director for Alistair Davis)	1 May 2014
Kunihiko Wataishi (alternate director for Hiroyoshi Ninoyu)	1 May 2015

The Board of Toyota Australia has established board committees to assist it in discharging its responsibilities and to allow for detailed consideration of complex issues. There are three board committees:

> Corporate Compliance Committee

> Human Resources Committee

> Toyota Product Committee.

These board committees are supported by a range of management sub-committees such as the Environment Committee, which reports to the Corporate Compliance Committee.



Toyota Australia management

In May 2016, Matt Callachor was appointed to the board as Vice President, effective 1 June 2016. Mr Callachor has been with Toyota for almost 35 years, and brings a wealth of experience to the role. Prior to his appointment, Mr Callachor was General Manager, Planning at Lexus International in Japan, and held the role of Executive Director of Sales and Marketing for Toyota Australia from January 2010 to May 2013.

In his new role, Mr Callachor is responsible for overseeing Toyota Australia's non-

manufacturing operations, including Sales and Marketing, Product Planning and Development, Corporate Services and Finance. He reports to President Dave Buttner.

Looking forward

On 31 March 2017, Toyota Australia announced that a new executive team will lead the company as it embarks on its new chapter as a sales, marketing and distribution company. We recognised the need to adopt a lean and efficient leadership structure to better suit the new operating environment.

Matt Callachor has been appointed President and CEO, and will be taking over from Dave Buttner. He will be supported by three Vice Presidents that will replace the current Director positions. These are Mike Rausa, Vice President of Product and Support; Sean Hanley, Vice President of National Operations; and Evan Tsirogiannis, Vice President of Regional Operations. These appointments are effective from 1 January 2018 to allow for a smooth handover period to support the company's transition.

Compliance

Toyota Australia is subject to legislative and regulatory controls covering issues such as product safety and advertising standards, employee health and safety and environmental impacts. Compliance with health and safety and environmental impacts are detailed on [pages 36](#) and [50](#) respectively.

We aim to comply with all relevant laws and voluntary codes to which we are a signatory.

Toyota Australia did not record any significant fines or sanctions for non-compliance with laws and regulations during the reporting period.

External codes and charters

In addition to our internal policies, codes and guidelines, we also recognise that charters and principles developed by external parties add value to our business and we strive to comply with these also. These include:

- > Occupational Health and Safety (OHS) National Audit Tool for OHS Management Systems
- > ISO 18001
- > Self-Insurance (VIC only)
- > Environmental Management System ISO 14001
- > The Global Reporting Initiative G4 Sustainability Reporting Guidelines
- > FCAI Voluntary Code of Practice for Motor Vehicle Advertising
- > FCAI Voluntary Code of Practice for Recalls
- > FCAI Voluntary Code of Practice for Access to Service and Repair Information for Motor Vehicles