



Project Steering Committee Charter

Version No: 7
File No: INT14-03091
Resolution No: R/2015/09/480
Resolution Date: 18 September 2015
Next Review: September 2018

1. Version Control

| Version | Date | Responsible | Comments on changes |
|---------|------------------|---------------------|---|
| 1 | | GM Operations | Initial Project Management Plan |
| 2 | 01 October 2012 | Executive Assistant | Change of name. Creation of formal Charter utilising content from Project Management Plan |
| 3 | 23 October 2012 | Executive Assistant | Revised Purpose & Objectives |
| 4 | 07 December 2012 | Directors | Directors' Review |
| 5 | 19 April 2013 | Directors | Accepted Charter |
| 6 | 27 March 2014 | Directors | Change of name to Project Steering Committee Amendment to the Name of Committee, Purpose & Objectives, Value & Board referred nominated Projects for Review by the Committee, and Timing of Monthly meetings. Removal of Definitions and Areas of Responsibility, Inclusion of appendix WPW Project Process Flow Chart |
| 7 | September 2015 | Directors | Inclusion of voting protocols |

2. Purpose of the Charter

The purpose of this Charter is to document the objectives, responsibilities and administration of the Project Steering Committee of Westernport Water.

3. Purpose of the Committee

The committee has been established to:

- Provide governance and oversight of all projects undertaken by the Corporation which have a total anticipated expenditure exceeding \$250K on completion, or those referred by the Board that are adjudged to present an elevated operational risk to the Corporation.
- Review the Capital Works program proposed in both the Corporate Plan and five year Water Plan and provide an evaluation of projects undertaken by the Corporation, and ensure this program meets the commitments outlined in the Water Plan, Corporate Plan, and the Statement of Obligations
- Subsequent to the receipt of Certificates of Practical Completion for each major project ensure the Board receives a report evaluating the projects delivery.

4. Objectives

In seeking to achieve the above purpose, the Committee will:

- 4.1 Provide governance and oversight to the development and delivery of the Corporation's Capital Works Program consistent with the "Westernport Water Capital Works Process Flow Chart Framework".
- 4.2 Investigate the Corporation's internal planning forecasts with a view to ensuring proposed infrastructure provision meets demand in the long term and accords with anticipated growth within the Region;
- 4.3 Provide the Board with an evaluation of the Capital Works Program and the sequencing of the proposed works to be undertaken;
- 4.4 Keep the Board informed of the performance of each major project delivery against key agreed milestones;
- 4.5 Monitor and evaluate the risk identification and management systems in place for each major project;
- 4.6 Provide the Board with post implementation reports outlining delivery experiences and an assessment of the completed project's functionality against original objectives.

5. Authority

The Board authorises the Committee, within the scope of its responsibilities, to:

- 5.1 Perform activities within its terms of reference;
- 5.2 Seek any information it requires from:
 - Any employee (and all employees are directed to co-operate with any request made by the Committee);
 - External parties
- 5.3 Obtain outside legal or other professional advice to assist in undertaking its oversight responsibilities.
- 5.4 Ensure the attendance of the Corporation's officers at meetings as appropriate.
- 5.5 Present its findings and make recommendations to the Board.
- 5.6 The Committee has no executive power with respect to its findings and recommendations.

6. Organisation

6.1 Membership

- 6.1.1 The PSC will comprise four (4) non-executive Directors plus the Managing Director;
- 6.1.2 The GM Operations, the relevant Project Manager, the General Manager Risk, Regulation & Resources, the General Manager Business Services and the Board & Executive Coordinator will be required to attend.
- 6.1.3 The Secretary of the Committee will be a Corporation Manager approved by the Board. The Secretary may not be a member of the Committee.
- 6.1.4 The members of the Project Steering Committee should:
 - Have no personal financial interest in the committee's decisions findings or recommendations to the Board;
 - Have a good knowledge of corporate governance practice relevant to the public sector;
 - Have a good understanding, enhanced as necessary by appropriate training or access to expert advice, of the areas of capital works management.

- 6.1.5 Members should preferably serve for a period of three (3) years, as knowledge and experience are important to ensure consistency and awareness of history and context. The need to rotate Directors through all Board committees should be considered.
- 6.1.6 A quorum for any meeting will be any three (3) members, including the Managing Director.
- 6.1.7 The Board may appoint alternate members to the Committee in order to obtain a quorum for the committee meeting.
- 6.1.8 The Chair of the Committee will be appointed by the Board from time to time, in accordance with appropriate governance regulations and codes of practice.
- 6.1.9 For each meeting, the Chair of the Committee will set the Committee's Agenda, ensure that key issues are discussed and that there are no conflicts of interest or duty.

6.2 Attendance at Meetings

Meetings will be held monthly, whilst projects are under review and by arrangement at other times, but at least quarterly.

The Committee may invite such other persons, as it deems necessary to attend and advise at meetings.

The agenda and supporting documentation should be delivered to the Committee members at least three (3) working days prior to each meeting.

6.3 Reporting

The Committee will:

- Report to the Board at the first Board meeting subsequent to each committee meeting, regarding the proceedings of each committee meeting, the outcomes of the committee's reviews and recommendations and any other relevant matters;
- record proceedings of each meeting and ensure each meeting record is provided to the Board on a regular and timely basis;
- ensure the Committee's Charter is published on the Corporation's website.

7 Voting Procedures

5.4.1 Provided a quorum is present at the Committee meeting and where a recommendation is supported by the majority of members present, the Committee's recommendation is to be presented to the Board for the Board's decision as soon as is practicable. Any minority view, and the reasons for this minority view, should form part of the Board discussion of the recommendation.

5.4.2 Provided a quorum is present at the Committee meeting and where a proposal is not supported by at least half of the members present at a Committee meeting, then the proposal cannot be recommended to the Board. In this situation the Board should be notified of this and, where requested by the Board, the Committee should provide the reasons as to why the proposal is not recommended. If the Board has a different view it then has the opportunity to discuss the matter.

8 Performance

The Committee's performance will be reviewed annually and reported to the Board.

9 Charter Review

The Committee will review its Charter three (3) yearly or earlier, should it be required. The outcomes from this review are to be recommended for approval by the Board and the outcome documented in the Board minutes.

10 Reference & Related Documents

WPW Capital Works Process Flow Chart Framework - internal ref# INT14-01180