

**SAFETY, SUSTAINABILITY AND INNOVATION
COMMITTEE CHARTER**

Version No: V1
Approved By: WPW Board
Approved Date: 30/1/2018
Next Review Date: Jan 2021

This Charter sets out the role, responsibilities, structure and processes of the Safety, Sustainability and Innovation Committee of Westernport Water.

1. Purpose

The purpose of the Westernport Water (“WPW”) Safety, Sustainability and Innovation Committee (“the Committee”) is to assist the Board and WPW to oversee its responsibilities and to meet its governance requirements in regards to workplace health and safety, sustainability, innovation, technology and environmental management.

2. Scope

- 2.1 The Committee is formally appointed by the Board and is responsible to the Board.
- 2.2 The Committee has authority to obtain any information it requires from management in order to discharge its duties in line with its responsibilities.
- 2.3 The Committee is responsible for the oversight of:
 - 2.3.1 workplace health and safety obligations
 - 2.3.2 environmental performance
 - 2.3.3 key technology strategies
 - 2.3.4 the application and delivery of key new technology projects and investments
- 2.4 The responsibilities of the Committee may be revised or expanded in consultation with or at the request of the Board.
- 2.5 The Committee may obtain expert advice where appropriate following consultation with the Chair of the Board.

3. Composition and Term

- 3.1 The Committee will include at least three members, two of whom must be non-executive directors.
- 3.2 The Committee must include a majority of non-executive directors.
- 3.3 The Board will appoint the members of the Committee.
- 3.4 Appointment to the Committee will be for a period as determined by the Board and members may be progressively rotated to maintain continuity.
- 3.5 The duties and responsibilities of the members of the Committee are in addition to the regular duties of a Director of the Board.
- 3.6 The Chair of Board will appoint the Chair of the Committee noting that the Committee Chair:
 - 3.6.1 shall be a non-executive director of the Board;
 - 3.6.2 shall be appointed Chair for a period no longer than 24 months; and
 - 3.6.3 cannot be the Chair of the Board.
- 3.7 The members, taken collectively, will have a broad range of skills and experience relevant to the operations of WPW.
- 3.8 Membership will be reviewed periodically but at least once every three years.

- 3.9 An annual review of the Committee will be undertaken which shall be incorporated with the annual performance review of the Board.

4. Responsibilities

The responsibilities of the Committee are as follows:

4.1 *Workplace Health and Safety:*

- 4.1.1 review the effectiveness of WPW's policies and procedures for a safe and healthy workplace.
- 4.1.2 review and monitor WPW's systems for achieving compliance with relevant statutory workplace health and safety obligations.
- 4.1.3 monitor WPW's Workplace Health and Safety (WHS) performance and compliance including progress of audit actions, review of remedial actions and the comparison of performance against industry benchmarks.
- 4.1.4 monitor the work and progress of the Health & Safety Committee.
- 4.1.5 provide a forum that encourages a culture where safety is owned by all employees and key contractors in their everyday activities.
- 4.1.6 to encourage continuous improvement in safety practices throughout the organisation.

4.2 *Innovation, technology and environmental management*

- 4.2.1 review the effectiveness of WPW's policies and procedures for environmental management.
- 4.2.2 review WPW's key technology, sustainability and environmental strategies to ensure consistency with vision, strategic direction and the expectations of key stakeholders
- 4.2.3 review and provide guidance to the Board in regard to the application and delivery of key new technology projects, opportunities for innovation and investments.
- 4.2.4 monitor and review the post implementation results of all key technology projects and investments, including the achievement of expected benefits and return on investment.
- 4.2.5 ensure the delivery of IT services to WPW meets performance expectations for quality, stability and reliability.
- 4.2.6 provide guidance on technology-related matters referred by the Board.
- 4.2.7 to make recommendations to the Board on the strategic direction(s) and continuous improvement in relation to environmental management, sustainability and innovation.

5. Meetings

- 5.1 The Committee is to meet not less than three times per year.
- 5.2 Additional or ad-hoc meetings can be held where the Board Chair or Committee Chair deems necessary.
- 5.3 Meetings of the Committee may be held face-to-face or by any technological means by which members can participate in a discussion.
- 5.4 A quorum will be two members.
- 5.5 Meeting agendas and documentation will be provided in line with the protocol for the production of Board papers.
- 5.6 The proceedings of all Committee meetings will be minuted to reflect work done by the Committee to discharge its functions.

- 5.7 Minutes shall be approved by the Committee and signed by the Committee Chair.
- 5.8 Committee members will declare any conflicts of interest at the commencement of each Committee meeting.

6. Reporting

- 6.1 The Committee reports to the Board on all matters within its charter and provides advice and recommendations to facilitate decision-making by the Board and management.
- 6.2 The Chair of the Committee will report to the Chair of the Board as necessary.

7. Performance

- 7.1 All members of the Committee are required to take appropriate and timely action to ensure they have the requisite understanding of the water industry to enable them to discharge their responsibilities.
- 7.2 New members will be inducted to the Committee by the Managing Director and the Committee Chair.