

## 1. Role and Responsibilities of the Committee

The role of the People, Engagement, Customers, Community and Safety Committee (the Committee) is to assist the Board of Directors of Melbourne Water Corporation (Melbourne Water) in fulfilling its corporate governance responsibilities and exercising of due care, diligence and skill relating to:

- Health, Safety and Wellbeing
- People and Remuneration
- Culture
- Customer and Community Engagement and Reputation Management
- Traditional Owner and First Peoples-Engagement

The Committee is established under Section 122C of the *Water Act* 1989 by the Board and is accountable to the Board of the Melbourne Water Corporation. The Committee will provide advice and assistance in monitoring corporate activity within the scope of its remit and provide recommendations to Board for resolution.

Consistent with the Board's strategic direction and determined appetite for risk, it includes assisting the board by undertaking the following responsibilities:

- 1.1 Oversight of emerging risks or issues that impede the Corporation from achieving its strategic goals and objectives relevant to the Committee portfolio;
- 1.2 Oversight of the strategic framework for effective management of Health, Safety and Wellbeing (including management of sexual harassment and psychological safety);
- 1.3 Oversight of the overall safety performance of the Corporation;
- 1.4 Oversight of the strategic framework for People matters, including organisational capability and remuneration;
- 1.5 Oversight and assistance in managing the employment arrangements of the Managing Director, as requested by the Board;
- 1.6 Assurance regarding effective succession planning for the Managing Director and members of the Executive Leadership Group;
- 1.7 Oversight of the organisational culture and its alignment to the Corporations Values and Code of Conduct;
- 1.8 Oversight of the strategic framework for customer and community engagement;
- 1.9 Oversight of the overall performance customer and community engagement the Corporation;
- 1.10 Oversight of the strategic framework for Aboriginal Engagement and Traditional Owner Partnerships;
- 1.11 Oversight of the provision of appropriate training and development opportunities for directors as required.

## 2. Authority

- 2.1 The Committee has no executive powers in relation to the operations of the Corporation. It functions in an oversight and review role providing advice and assurance to the Board
- 2.2 The board authorises the Committee, within the scope of its responsibilities to:
  - Note management reports provided to the Committee;
  - Recommend a submission for approval or noting by the Board with or without amendment;

- Defer a submission;
- Request information from Corporation management, employees or external parties, as required;
- Request expert advice to inform the Committee, in consultation with the Board Chair of the Board, as required;
- Request the attendance at meetings by Corporation management, employees or external parties required.

### **3. Composition**

- 3.1 The Committee is a committee of the Board of the Corporation.
- 3.2 The Committee will consist of four Non-Executive Directors and may include suitably qualified external experts who are not Directors of the Corporation.
- 3.3 The Chair of the Committee must be non-executive and will not be the Chair of the Board, but will be appointed by the Chair of the Board.
- 3.4 Each member should have a working knowledge of the activities over which the Committee has oversight and be capable of making a contribution to the Committee.
- 3.5 Membership will be confirmed annually by the board in alignment with the review of the Committee Activities, Committee Charter and Committee Performance.
- 3.6 The Managing Director will attend each meeting by standing invitation. Other Melbourne Water employees and external advisors will attend by invitation in accordance with the Board Governance Policy.
- 3.7 The Secretary of the Committee will be the Company Secretary, or other person nominated by the Committee.

### **4. Meetings**

- 4.1 A quorum for any meeting will be three members of the Committee.
- 4.2 All Committee members are expected to attend each meeting in person or through other approved means such as video conference.
- 4.3 Should the Committee Chair be absent from a meeting, the Committee Chair may appoint a proxy for that particular meeting. If the Committee Chair is unable to appoint a proxy, the Committee members in attendance may appoint a proxy Chair for that particular meeting.
- 4.4 Committee recommendations will be made by consensus unless a Committee Member requests a vote be taken. Recommendations voted upon will be determined by majority vote of Committee Members present. The Chair of the Committee has a casting vote.
- There is no provision for Directors to vote by proxy or in absentia.
- 4.5 The Committee will meet no less than four times each year.
- 4.6 Additional meetings may be called by the Chair of the Committee or at the request of any Committee member.
- 4.7 The Company Secretary (or other appropriate designated person) will assist the Committee Chair to develop and distribute agendas, papers, minutes and calendar.
- 4.8 The notice and agenda of a meeting will include relevant supporting papers.
- 4.9 The Company Secretary will be responsible for keeping minutes of the meeting of the Committee and providing these to the Chair for review within 3 business days of the meeting. The minutes approved by the Chair and the matters arising register will be circulated to the Committee and Board members following Chair approval.
- 4.10 The Chair of the Committee will authorise the minutes as an accurate record of the meeting at the next meeting of the Committee.

- 4.11 Committee meetings, recommendations and decisions will be managed in accordance with the applicable policy approved by the Board.
- 4.12 All matters referred either to the Board or to the Committees will appear as an Agenda Item or Matter Arising at the next Board, or appropriate Committee meeting.
- 4.13 The composition of the Committee will be reviewed annually.

## **5. Conflicts of Interest**

The Register of Interests for Committee Members will be provided to Committee through the Committee papers, with the version that would be released to an applicant wishing to view the Register.

Committee members will be invited to disclose conflicts of interest at the commencement of each meeting. Where members or invitees are deemed to have a real, potential or perceived conflict of interest, the conflict will be recorded in the minutes and on the MW Conflict of Interest Register in accordance with the MW Conflict of Interest Policy and Board Governance Policy. The Committee will assess the conflict and determine how it will be managed in accordance with the Conflict of Interest Policy.

## **6. Reporting to the board**

The Chair of the Committee will report the proceedings and recommendations of the Committee Meeting at the next Board Meeting. Such reporting will include distribution of a copy of the minutes, supplemented by a verbal report and any other necessary information. Matters requiring board action and/or approval will be reported to Board directly as an agenda item and will state the recommendation of the Committee to board.

## **7. Reviews**

The Committee will review its performance on an annual basis. The review may be conducted as a self-assessment and will be coordinated by the Committee Chair with the support of the Company Secretary. The assessment may seek input from any person, including regular attendees. Training needs will be monitored by the chair.

The Committee will review this charter and its composition annually, to ensure that it remains consistent with the board's objectives and responsibilities. The board should consider the committee's review and either approve or further review the committee's charter and/or composition.

In accordance with the Statement of Obligations (General) (s.4-1.1) the Committee Charter will be made available to stakeholders by publication on the Melbourne Water website.

- Approved by Board: 13 December 2024
- Next Review (annual): 12 December 2025