Terms of Reference

Customers and People Committee

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1. The Terms of Reference

This Customers and People Committee Terms of Reference (TOR) of the Queensland Bulk Water Supply Authority, trading as Seqwater (Seqwater), has been approved by the Seqwater Board (the Board).

2. Purpose

This TOR outlines the role, responsibilities, composition and operating guidelines of the Customers and People Committee (the Committee).

3. Authority and Independence

The Committee has no executive powers, unless delegated to it by the Board.

The Committee is a committee of the Board and is directly responsible to the Board. In discharging its responsibilities, the Committee has the authority to:

- conduct or authorise investigations into matters within its scope of responsibility
- access information, records, and personnel of Seqwater for such purpose
- request the attendance of any employee, including Executives, at committee meetings
- conduct meetings with Seqwater's internal and external auditors, as necessary.
- seek advice from external parties, as necessary.

The Committee is entitled to independent professional advice necessary to fulfil its relevant duties and responsibilities, with the prior approval of the Board Chairperson. The Committee should share relevant information and advice received with the other Board members where appropriate.

4. Role

The role of the Committee is to:

- oversee Seqwater's actions to meet its strategic and corporate obligations, while understanding and ensuring the appropriate management of the associated business risks and compliance obligations, as they relate to Seqwater's customers, people, culture, and safety matters
- monitor and review decisions and recommendations relating to Seqwater's customers, people, culture, and safety initiatives, policies, and programs.

The Committee does not replace or replicate established management responsibilities and delegations, the responsibilities of other executive management groups within Seqwater. The Committee will provide prompt and constructive reports on its findings directly to the Board, particularly when issues are identified that could present a material risk or threat to Seqwater.

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5. Duties and Responsibilities

The Committee is directly responsible and accountable to the Board for the exercise of its duties and responsibilities. In carrying out its duties and responsibilities, the Committee must at all times recognise that primary responsibility for governance of Seqwater rests with the Board and management of Seqwater with the Chief Executive Officer (CEO).

The Committee's duties and responsibilities are to:

5.1 Corporate Governance

Oversee and monitor Seqwater's core corporate governance framework, as outlined in the following components, to ensure they enable Seqwater to achieve its strategic and operational objectives.

5.2 Customers

- Monitor and provide strategic guidance on Seqwater's Customer direction and activities to ensure their alignment with the expectations of the Board , the responsible Ministers and the community.
- Provide strategic oversight of customer sentiment insights, ensuring relevant initiatives are aligned with the organisation's long-term customer experience objectives and customer expectations.

5.3 People

- Monitor and provide strategic guidance on Seqwater's development of its target operating model and associated workforce planning
- Monitor Seqwater's enterprise bargaining commitments, common law contract and senior executive remuneration and performance incentive processes, internal controls and relevant external regulations and codes of conduct.
- In relation to the Board's oversight of matters pertaining to the employment of the CEO and Seqwater's senior executives (Executive General Managers) and as authorised by the Board:
    - The Committee will oversight the development of the CEO's Talent and Performance Plan,
    - the Committee Chairperson will conduct exit interviews with senior executives and senior leaders (General Managers and Managers).

5.4 Culture

- Monitor the development of key strategies aimed at improving the organisation's culture, executive development, succession, and talent management practices.
- Monitor Seqwater's direction to ensure it applies contemporary practices and approaches to ensure the efficient and effective delivery of strategic and operational human resource functions.
- Monitor Seqwater's direction on diversity , inclusion and equity practices.
- Monitor that Seqwater has appropriate employee health, safety, and wellbeing strategies.
- Review and monitor other strategic initiatives associated with people and culture.
- Provide a line of communication between the Board and the executive management on relevant matters.
- Comply with all relevant aspects of the Seqwater Corporate Governance Framework, in particular with reference to the values and obligations set out in the Seqwater Code of Conduct.

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5.5 Health, Safety and Wellbeing

- Monitor Seqwater's Health Safety and Wellbeing function and the associated risk management.
- Review the development of key strategies aimed at improving the organisation's health, safety and wellbeing culture, practices, and performance.
- Review relevant performance reporting to meet the Committee and Board's due diligence obligations.

5.6 Other

The Committee may undertake other activities at the Board's discretion.

5.7 Board Reporting

The Committee will:

- Circulate minutes of the Committee meetings to the Board, Committee members and invited guests as appropriate.
- Prepare an annual report to the Board summarising the performance and achievements for the previous year, including Committee members' attendance at the meetings, a statement as to whether the Committee complies with the composition requirements, and any planned actions and interim program to address compliance issues in the coming year.
- A summary of the Committee's activities shall be included in Seqwater's Annual Report.

6. Membership and Meetings

6.1 Membership

- Members, including the Committee Chairperson, are appointed by the Board.
- The Committee shall consist of a minimum of three and a maximum of six members (unless otherwise determined by the Board).
- The term of appointment is for three years. Members may be reappointed subject to the composition and skill requirements of the Committee. Member terms and conditions are to be disclosed in the Letter of Appointment.
- Members shall have the skills, knowledge, and personal attributes to enable the Committee to perform its role and responsibilities effectively. Where possible, the membership of the Committee shall reflect community expectations and government policy related to gender equity and diversity of personal characteristics, skills, and experience.
- Proxies are not permitted if a member is unable to attend meetings. The Board Chairperson may appoint another Board member as an alternate member for a specific Committee meeting which a member is unable to attend. The alternate member may be counted for the purpose of determining whether a quorum is present. An alternate member is not entitled to receive any remuneration for serving as an alternate.

6.2 Chairperson

- The Committee Chairperson shall:
    - be a person having the appropriate qualifications and who is approved by the Board.

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- possess sound communication and strong leadership skills
- be directly responsible and accountable to the Board for the exercise of their responsibilities.

6.3 Secretariat

- A secretariat function shall be appointed by the Board to facilitate the Committee's meetings and reporting duties.
- The secretariat, in consultation with the Committee Chairperson, shall prepare and send notices of meetings and agendas and accurately transcribe all decisions of the Committee.
- The secretariat shall table all correspondence, reports, and other information relevant to the Committee's activities and operations.
- The secretariat shall provide administrative support to the Board and Committee Chairperson regarding the appointment, induction and retirement of Committee members.

6.4 Ethical Practices

Members are required to declare any interests that could constitute a real, potential, or apparent conflict of interest with respect to participation on the Committee. The declaration must be made on appointment to the Committee and in relation to specific agenda items at the outset of each Committee meeting and be updated, as necessary.

6.5 Meetings and Attendance

- The Committee shall meet at least four times per year and the schedule of meetings will be agreed in advance.
- A quorum will be represented by a majority of Committee members.
- The Chief Executive Officer, the Executive General Manager Customer Strategy and Governance and the Executive General Manager People, Culture and Safety shall normally be invited to attend each meeting. The Committee may ask Management, any Seqwater employee, or a specialist consultant to attend all or part of any meeting or present and comment on appropriate agenda items as required.
- All Board members are entitled to attend Committee meetings as non-members and are entitled to receive Committee papers.
- The Committee may hold meetings, or allow members to take part in its meetings, by using any technology that reasonably allows members to head and take part in discussions as they happen. A member who takes part in a meeting by using such technology is taken to be present at the meeting.

6.5.1. Consideration of matters without a meeting – circulating resolutions

The Committee may consider matters without a meeting via the following procedure:

- the CEO or Manager Governance and Company Secretary will obtain the Committee Chairperson's approval to issue a circulating resolution regarding a matter.
- notice of the proposed resolution will be circulated by the Secretariat to all Committee members by email.
- a circulating resolution will be validly passed if a majority of the eligible Committee members give written agreement to the resolution (email is acceptable).

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6.6 Meeting Agenda

- The Committee should determine its own agenda, ensuring appropriate consultation to include emerging issues and emphasis on the most significant risk and threats.
- It is the responsibility of the Manager Governance and Company Secretary in consultation primarily with the Committee Chairperson and the CEO, to manage the agenda and prepare and present the Committee papers. Consultation may also occur with the Executive General Managers Customer Strategy and Governance and People Culture and Safety.
- The agenda and relevant papers will be distributed to members at least seven calendar days prior to the meetings.

7. Relationships

7.1 Other Board Committees and sub-committees

The Committee shall liaise with the Board's other two -committees, being the Audit and Risk Committee and the Assets and Investments Committee, and its own sub-committee as required to ensure:

- that its statutory and operational responsibilities are met
- that there is no material overlap between the functions and duties of the committees
- frank and meaningful interchange of information occurs.

Enterprise Target Operating Model Sub-Committee (ETOMSC)

- The ETOMSC has been established as a sub-committee of the CommitteeThe Committee shall receive updates from the ETOMSC, in accordance with the sub-committee's Terms of Reference.

8. Evaluation of Committee Activities

- The Committee shall undertake an annual self-assessment of its performance for the previous twelve months.
- The Committee will provide a report of the annual Committee performance evaluation to the Board.
- At least once every three years (unless otherwise determined by the Board) the secretariat in consultation with the Committee Chairperson shall arrange for an external peer review of its operations and activities. The results of this review are to be provided directly to the Board.

9. Review of the Terms of Reference

- The TOR will be reviewed annually by the Committee to:
  - consider the existing context of Seqwater and its business; and

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- ensure the TOR remains consistent with the Committee's objectives, role, and responsibilities granted to it by the Board.

- Any amendments to this TOR shall be discussed and approved by the Board.

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