



Investment and Procurement Committee Charter

POL-00046

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1. Function, Role, Delegated Authority and Duties

1.1 Function and Role

The Investment and Procurement Committee (Committee) is a committee of the Board and is directly responsible to the Board.

The Committee does not replace or replicate established management responsibilities and delegations.

The Committee is responsible for the review of asset investment and procurement decisions.

The primary function of the Committee is to ensure that Seqwater meets its strategic, corporate, and technical aspects of asset delivery and operational performance objectives while understanding and managing the associated business risks and, as appropriate, ensuring management risk systems are in place.

In broad terms the Committee has the responsibility of ensuring:

- the assessment and implementation of a high quality asset investment plan for Seqwater's business in a manner consistent with the strategic plans approved by the Board from time to time
- the asset delivery and non-infrastructure capital program and the operations and maintenance program are developed and implemented in a manner consistent with the strategic plans approved by the Board
- strategic procurement objectives are developed and implemented through an annual procurement strategy to ensure that major investment decisions are procured strategically to enable prudent and efficient outcomes through market engagement
- Seqwater's compliance with the Queensland Procurement Policy
- appropriate operations and service delivery targets are established and met through performance monitoring of any long standing contracts.

More specifically the Committee will:

- act as a Committee of the Board to assist in discharging the Board's responsibilities as they relate to Seqwater's asset investment and procurement commitments, internal controls and relevant external regulations and codes of practice
- assess development of the capital works program and monitor its implementation
- assess the development of operating and service delivery strategies and targets and monitor compliance with those targets
- provide a line of communication between the Board, Audit and Risk Committee and executive management on relevant matters.

As a Committee of the Board the Committee has responsibility for:

- assessing the Seqwater asset investment proposals
- assessing compliance with the Infrastructure and Non-infrastructure Investment Plan, which is the annual program of asset management works, including both

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capital and operational investments and a key input into the Seqwater Strategic and Operational Plans

- reviewing operations, maintenance and capital works expenditure against the Seqwater annual Operational Plan as required by the *South East Queensland Water (Restructuring) Act 2007* and related capital expenditure budgets
- where appropriate, evaluating annual plans as they relate to capital works, operations and maintenance, risk assessment, scope, approach and reviewing the coordination of these programs to achieve prudence and efficiency
- monitoring Seqwater's compliance with relevant laws and regulations significantly impacting on the capital works, operations and environmental management
- monitoring compliance with the Queensland Procurement Policy
- assessing performance against the Seqwater procurement strategy
- assessing the adequacy and effectiveness of internal controls as they relate to capital works and investment decisions
- evaluating the independence, efficiency and effectiveness of relevant technical matters.

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

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

1.2 Delegated Authority

Delegations and authorisations from the Board to the Committee are granted and recorded in the Delegations and Authorisations Manual.

1.3 Duties

The Committee will:

- circulate minutes of the Committee meetings to Seqwater Board, Committee members and invited guests as appropriate
- prepare an annual report to the Seqwater Board summarising the performance and achievements for the previous year, including Committee members' attendance at the meetings. An interim program of the planned activities for the coming year is also to be provided
- submit a summary of its activities for inclusion in Seqwater's Annual Report.

2. Membership and Meetings

2.1 Membership

- Members, including the Chair, are appointed by the Seqwater Board
- Memberships of the Committee will consist of a minimum of two and a maximum of six (unless otherwise determined by the Seqwater Board)
- At least one member will have expertise in the bulk water industry

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- The term of appointment is for three years. Members may be reappointed subject to continuation on the Board and the composition and skill requirements of the Committee.
- Members are appointed on the basis of personal qualities and skills
- Any member may appoint another Seqwater Board member as an alternate member for a specific Committee meeting which the member is unable to attend. A Board member who is an 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.

2.2 Chair

- The Chair will be a person having the appropriate qualifications and who is approved by the Chairman of the Seqwater Board
- The Chair will possess sound communication and strong leadership skills.

2.3 Secretary

- A secretary/secretariat function will be appointed by the Seqwater Board to facilitate the Committee's meetings and reporting duties
- The secretary, in consultation with the Chair, will prepare and send notices of meetings and agendas and accurately transcribe all decisions of the Committee
- The secretary will table all correspondence, reports and other information relevant to the Committee's activities and operations.

2.4 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.

2.5 Meetings and Attendance

- The Committee will meet at least four times a year and the schedule of meetings will be agreed in advance
- A quorum will consist of two members
- All Seqwater Board members are entitled to attend Committee meetings as non-members and are entitled to receive Committee papers.

Consideration of matters without a meeting - circulating resolutions

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

- notice of the proposed resolution will be circulated by the secretary
- a circulating resolution will be validly passed if a majority of the eligible Committee members give written agreement to the resolution.

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2.6 Meeting Agenda

- The Committee should determine its own agenda, ensuring appropriate consultation to include emerging issues and emphasis on the most significant risks and threats
- The agenda and relevant papers will be distributed to members at least seven days prior to the meetings.

2.7 Audit and Risk Committee

The Investment and Procurement Committee will liaise with the Audit and Risk Committee as required to ensure:

- that Seqwater's 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.

3. Evaluation of Committee Activities

- The Committee will once each year undertake a self-assessment of its performance for the previous 12 months
- The Committee will provide a report of the annual review outcomes to the Seqwater Board
- The Chair will provide each individual member with feedback on that person's contribution to the Committee's activities at least once during each member's term of office. This assessment will include a review of any training needs of the member.

4. Review of the Charter

- The charter will be reviewed annually by the Committee to ensure it remains consistent with the Committee's authority, objectives and responsibilities
- Any amendments to the charter must be approved by the Seqwater Board.

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