

ACWA Governance Committee Charter

Introduction

The primary objective of the Committee is to ensure the Board is composed of talented directors who can fulfil their duties; and ensure the fair remuneration of key officers of ACWA.

The Board may discharge any of its responsibilities through Committees of the Board in accordance with the ACWA Constitution.

The terms of reference of each Committee require the Board's approval. The Board can regulate the Committee's activities.

1. Purpose

- Prepare annual performance reports on achievement of strategic goals and constitutional objectives [1.6]
- Annually review the Board's composition, including that of its committees, to optimise performance and succession [3.1]
- Annually evaluate Board members and their performance [8.5]
- Implement a professional development program for the Board and EO [8.7]
- Ensure the Board is aware of persons ineligible to be directors or remain as directors (as prescribed by the Constitution) in relation to current composition and nominations for election and appointment [3.6]
- Identify potential new Board members [8.6]
- Implement and maintain a Director induction program [3.7]
- Ensure the Board maintains a disclosure of interests register [3.8]
- On the basis of independent advice recommend the remuneration for the Chairperson and EO [8.8]

2. Size

The Committee will be composed of three directors and may co-opt up to one other committee member, who may not be the EO.

3. Composition

The Committee will have a Chair, determined by the Board and should include a Director with governance skills.

The Committee may co-opt a person, who is not a director, with the approval of the Board who can bring relevant skills to the Committee. The Board chair is an ex-officio member of all Committees.

The Committee, with the approval of the Committee chair, may invite the EO and other external advisors to Committee meetings from time to time.

4. Director Terms of Appointment

The Committee is convened each year by the Board, which will determine its membership.

5. Conflicts of interest

The committee is required to operate within the terms set out in clause 9.4 of the constitution.

6. Termination of Membership

The Board can remove any director from the Committee. A Director whose term expires or is not entitled to be a director is no longer a member of the Committee unless the Board agrees to their further co-option.

7. Meetings

The Committee will devise its annual meeting plan taking into account deadlines of the Board for key recommendations.

The Committee meetings are regulated by the Constitution, this Charter and policy determined by the Board. The Charter also regulates the conduct of co-opted members of the Committee and advisers and visitors to the committee.

Any recommendations to the Board shall be provided to the next full board meeting.

Minutes of meetings shall be concise and include attendances, pecuniary interests, items discussed, outcomes with any recommendations requiring ratification by the Board.

A printed copy of the minutes, agreed by the Committee, shall be signed by the meeting chair at the next Committee meeting and retained by the EO.

8. Confidentiality

All discussions, decisions and recommendations made at any committee meeting shall be confidential unless deemed otherwise by the committee's chair.