

## 1. Purpose

The purpose of this Procedure is to ensure that the Sunwater Board as a whole and Directors individually, are equipped with the knowledge and skills to discharge their roles and responsibilities in governing Sunwater.

## 2. Scope

This Procedure applies to Directors.

## 3. Policy Statement

Sunwater is committed to the continual learning and development of Directors so as to be able to contribute to the highest standards of governance and leadership of the corporation.

Accordingly, the Board of Directors are expected to undertake some development each year related to both their governance functions and the water and related industries as they relate to Sunwater.

## 4. Procedure

### Board Professional Development

As part of the Board performance evaluation conducted each year in accordance with the Board Performance Evaluation Policy, the Board will identify areas for professional development for the Board as a whole and agree to an annual Board development program.

Board and Director development needs may be met through:

- team building activities
- review of materials provided by management
- presentations from management
- site visits
- invited speakers
- attendance at conferences and industry functions, and/or
- Director specific courses (for example, run by the Australian Institute of Company Directors) or other activities that promote development in the areas above.

### Individual Director Feedback and Development

Each Director is expected to take personal responsibility for their own continuous learning and upgrading of skills as a Director to contribute to the highest standards of corporate governance for Sunwater.

Feedback on individual Directors' performance should be sought through the annual Board evaluation process in accordance with the Board Performance Evaluation Policy.

Directors' development should be targeted towards:

- a) Governance and Director roles and responsibilities
  - knowledge and understanding of contemporary corporate governance practices and developments
  - knowledge and understanding of Directors' roles and responsibilities
  - knowledge and understanding of the legal and Queensland Government policy framework applicable to Sunwater, and
  - knowledge and understanding of Sunwater corporate governance requirements and expectations of Directors.
- b) Industry/corporation specific knowledge
  - an understanding of political, strategic and competitive factors in the water and related industries, and

- an understanding of Sunwater and its key stakeholders, direction, management, operations, finances, opportunities and risks.
- c) Personal attributes and behaviours
- a commitment to fulfilling duties and responsibilities of a Director including:
    - putting the organisation's interests before any personal interests
    - being transparent, and
    - declaring any activities or conduct that might be a potential conflict
  - the curiosity and willingness to ask questions and challenge management and peer Directors when required
  - an ability to listen to, and constructively and appropriately debate, other viewpoints, and an ability to develop and deliver cogent arguments
  - an ability to work as part of a team, and demonstrate the passion and time to make a genuine and active contribution to the Board and corporation
  - a commitment to the values on which the organisation is founded and operates, and its on-going success
  - an ability to critically analyse complex and detailed information, readily distil key issues, and develop innovative approaches and solutions to problems, and
  - innate leadership skills including a commitment to setting appropriate organisational culture and a willingness to take responsibility for decisions and actions.

### Budget and Approval

A budget for Board and Director professional development will be set each year with the annual budget. This budget will include, for example, attendance at delegations, conferences and industry functions as well as professional development related travel, accommodation and out of pocket expenses (to an amount agreed in advance). All Board travel will be conducted in accordance with the Travel Policy.

Expenditure of that budget on a Director's professional development requires the approval of the Chairman or the Chairman of the Audit and Risk Committee, in the case of the Chairman's professional development.

## 5. Responsibilities

Role	Responsible For
Board of Directors	<ul style="list-style-type: none"> <li>• undertaking some development each year related to both their governance function and the water and related industries as they relate to Sunwater.</li> <li>• reporting on the benefit and outcomes of professional development activity at the next Board meeting.</li> </ul>
Board Performance Evaluation	<ul style="list-style-type: none"> <li>• identifying areas for professional development for the Board as a whole and agreeing to an annual Board development program.</li> </ul>
Chairman	<ul style="list-style-type: none"> <li>• approving individual Director's professional development expenditure</li> </ul>
Chair of the Audit Finance and Risk Committee	<ul style="list-style-type: none"> <li>• approving the Chairman's professional development expenditure</li> </ul>

## 6. Reporting

Where a Director undertakes professional development activities, they are required to report on the benefit and outcomes of that activity at the next Board meeting.

## 7. Review of Procedure

The Board will review this Procedure on a two yearly basis. The CEO and the Sunwater Company Secretary (Company Secretary) have the authority to approve administrative amendments to this and other governance policies, with advice to be provided to the Board on material administrative changes.

## 8. Approval and Review Details

<b>Owner:</b>	Board	<b>Issue Date:</b>	Nov 2019	<b>Document No:</b>	2381249
<b>SME:</b>	Co Sec	<b>Next Revision Date:</b>	Nov 2021	<b>Reference No:</b>	BOD PRO 03 v3

