

## 1. Introduction

The Charter outlines the roles, responsibilities and composition of the Safety People Environment Committee (Committee) of the Board of Sunwater and the manner in which it discharges its responsibilities for Sunwater and its subsidiaries (Group).

## 2. Purpose

The primary purpose of the Committee is to provide objective review and oversight across the Group to support the Board to fulfil its commitment to creating a workplace that has a positive culture that lives the Group's values, takes care of its people (including their health and safety), remunerates its people fairly and transparently, considers the environment and sustainability and puts customers at the centre of its decisions.

## 3. Role of the Committee

The role of the Committee is to assist the Board to discharge its responsibilities by making recommendations particularly with respect to the following areas:

- Monitor the effectiveness of the Group's tools, mechanisms and measures that management use to assess and develop Sunwater's culture
- Monitor the effectiveness of the Group's safety, health and wellbeing strategies
- Oversee compliance with Workplace Health, and Safety laws, regulations and the Group's operational frameworks, policies, practices and performance
- Monitor the effectiveness of the Group's environmental strategies and objectives
- Oversee compliance with Environmental laws, regulation and the Group's operational frameworks, policies, policies practices and performance.
- Monitor the effectiveness of the Group's customer and community engagement strategies
- Monitor the effectiveness of staff and stakeholder communications
- Monitor the effectiveness of strategies to enhance people and organisational effectiveness, executive development, succession and talent management practices
- Oversee compliance with employment conditions and remuneration issues, including the requirements of the Government Owned Corporations Act 1993 (Qld) with respect to industrial relations and other Government policies in place from time to time
- Oversee the bi-annual CEO performance review and succession planning
- Implement the annual Board performance review, succession planning and skills audit
- Monitor the effectiveness of Sunwater's sustainability approach, framework and strategies.

## 4. Responsibilities of the Committee

The Committee is responsible for:

### Culture

- a. Monitoring the culture of the Group and provide guidance to support cultural change aligned to strategic objectives
- b. Recommending identified shared norms that Sunwater aspires to have to close the gaps within the existing culture
- c. Overseeing the alignment of systems and processes to support the core cultural elements, and against agreed indicators of cultural health supported by the use of appropriate tools to provide meaningful information
- d. Receiving reports on areas where behaviours and activities are not aligned with Sunwater's culture including plans to address those behaviours and activities

**Workplace Health, Safety and Environment**

- a. Oversee management of key risks to the business in the areas of health, safety, and environmental
- b. Monitor Board approved measurable health, safety and environment objectives and targets, including recognising and celebrating their achievement
- c. Monitor the impact of changes in WHS and Environmental legislation, community expectations, research findings and technology
- d. Oversee the recovery and risk treatment plans implemented in response to Health Safety and Environmental events

**Sustainability**

- a. Oversee the Group's strategic and operational approach to sustainability (including ESG) and climate change including frameworks, policies, practices and performance
- b. Recommendation to the Board for approval climate change targets and oversee the implementation of targets and emissions initiatives
- c. Oversee the controls over the sustainability framework that ensures the coordination throughout the business

**People and Remuneration**

- a. Review the remuneration strategy and framework for the CEO, Senior Executives and Employees (both EA and non-EA) in line with Government Policy
- b. Review industrial relations matters including the strategic approach for the negotiation of new enterprise agreements
- c. Review the remuneration packages to be granted to the CEO and Senior Executives in line with Government Policy
- d. Oversee the establishment, implementation, eligibility, participation, and assessment of targets for any incentive plan for CEO and Senior Executives
- e. Oversee the annual remuneration benchmarking, analysis including gender pay gap and remuneration increases for the CEO and Senior Executives
- f. Provide recommendations to the Board on the appointment of the Senior Executives and where appropriate participate in the selection of Senior Executives
- g. Review the performance of the CEO and Senior Executives including establish and assess key performance indicators
- h. Review the plans in place to manage the succession of the CEO and Senior Executives and talent management practices
- i. Undertake periodic reviews of Sunwater's organisational structure, particularly at the executive management team level, and make recommendations to the Board as appropriate

**Customers and Stakeholders**

- a. Monitor conduct, culture and governance on the following topics:
  - i. the development of the stakeholder centric program of work, including the measurement of progress towards better practice and comparable industry peers
  - ii. systemic trends in complaints from customers and other external stakeholders and analysis of trends

	<ul style="list-style-type: none"> <li>iii. the Group's relationship with, and activities in, the local communities in which we operate</li> <li>iv. risks regarding conduct risk and reputation, as it applies to Sunwater's customers and other external stakeholders</li> <li>v. issues impacting customer segments, including areas of vulnerability and hardship</li> </ul>
<b>Board Composition, Skills, Succession and Performance</b>	<ul style="list-style-type: none"> <li>a. Maintain the Board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership</li> <li>b. Monitor Board succession planning generally</li> <li>c. Oversee the induction and continuing professional development programs for Directors</li> <li>d. Oversee the development and implementation of a process for evaluating the performance of the Board, its committees (including the Committee) and Directors</li> <li>e. Support the Queensland Government's process for recruiting a new Director, including evaluating the balance of skills, knowledge, experience, independence and diversity on the Board and, in the light of this evaluation, considering and advising on the role and capabilities required for a particular appointment</li> </ul>

## 5. Interaction with Other Committees

- a. The Safety People Environment Committee Chair may liaise with the Chair of any other Board Committee at their discretion.

## 6. Membership

- a. The Committee shall consist of a least three directors appointed by the Board all of whom should be independent, Non-executive Directors.
- b. The Board may, subject to the consent of the shareholders, appoint outside experts to the Committee if it believes it is desirable to do so.
- c. Committee members shall be appointed by the Board for such term as the Board considers appropriate.
- d. The Chair of the Committee shall be appointed by the Board.
- e. Committee members' appointments should be staggered so that a core of experienced members is retained.
- f. Remuneration for Committee members and the Committee Chair is as determined by the shareholding Ministers.
- g. All members of the Board, not formally appointed to the Committee, have a standing invitation to receive meeting material and attend meetings of the Committee.
- h. The CEO, CFO, CPO and EGM Customer and Stakeholders and relevant General Managers have standing invites to attend Committee meetings but not as members of the Committee. Other senior executives and senior staff may also attend Committee meetings as considered appropriate by the CEO and with the agreement of the Committee Chair.

## 7. Access and Advice

- a. The Committee will have free and unfettered access to the CEO and the CEO's direct reports, any other relevant internal and external party and information, and may make any enquiries necessary to fulfil its responsibilities.
- b. The Committee may obtain independent advice at Sunwater's expense, including by engaging and receiving advice and recommendations from appropriate independent experts with prior approval of the Board Chair and in consultation with the CEO.

## 8. Meetings and Procedures

The following shall apply regarding Safety People & Environment Committee meetings.

- a. The quorum for meetings shall be a minimum of two members.
- b. If the Committee Chair is absent from any meeting of the Committee, the members of the Committee present will appoint a Chair for that meeting.
- c. The Committee Chair is required to call a meeting of the Committee if requested to do so by the Board or not less than two Committee members.
- d. In accordance with its role and responsibilities outlined in this document, the Committee should determine its own agenda.
- e. There is no formal voting procedure given the Committee doesn't have delegated decision-making authority. However, dissenting views of Committee members will be recorded in the minutes of the Committee meeting and reported by the Committee Chairman to the Board.
- f. The Committee will meet at least four times per year and at such additional times as the Committee or Management considers necessary.
- g. Agendas and other papers for Committee meetings will be provided to Committee members at least five business days prior to the date set for the relevant Committee meeting.
- h. The Committee shall prepare an annual calendar outlining standard activities and events to be undertaken by the Committee each year.

## 9. Conflicts of Interest

The Directors' & Executives' Conflict of Interest Procedure applies to all proceedings of the Committee. In accordance with that policy, Committee members and Executives attending the meeting are required to declare any interests that could constitute an actual, potential or perceived conflict of interest with respect to their participation or attendance at the Committee. Such declarations must be made on a member's appointment to the Committee and in relation to specific agenda items at the outset of each Committee meeting. There will be a standing item on the agenda for each Committee meeting regarding Declarations of Interests – including Conflicts of Interest.

## 10. Secretary

The Company Secretary will be the secretary of the Committee and is responsible for:

- a. In consultation with the Committee Chair, coordinating and sending notices of meetings and agendas to Committee members, and
- b. Recording and keeping minutes of Committee meetings and attending to the preparation, distribution and confirmation of other Committee papers as required.
- c. The Company Secretary may, with the approval of the Board, appoint a Committee Secretary, to undertake these duties.

11. Reporting

- a. Minutes of Committee meetings shall be included in the Board papers for the next subsequent Board meeting.
- b. A report from the Committee Chair outlining recommendations to the Board from the Committee will prepared by the Committee Chair and be included in the next subsequent Board meeting.

12. Approval and Review Details

Author	Company Secretary	SME	Company Secretary	Owner	Board
eDMS	2772637.v2	Effective Date	January 2025	Next Review Date	January 2027