



Out-of-Session

Purpose

The Out-Of-Session Committee has been established to allow the Board to delegate authority for reviewing and approving recommendations on matters such as inviting or awarding consultancies, tenders or contracts outside the normal Board Meeting time-frame.

Objectives

In fulfilling its purpose, the Committee's primary objective is to ensure due process and probity of the contract award process.

Duties and Responsibilities

In order to fulfil its objectives, the Committee will:

Exercise the powers and authority of the Board in the following circumstances:

- To the extent that the Board delegates an act, matter or thing to the Committee but subject to any conditions set out in the delegation; or
- To the extent that the Committee reasonably considers that an act, matter or thing must be dealt with prior to the next Board Meeting in order to protect or preserve the interests or rights of Hunter Water is limited to:
 - where the matter is urgent; or
 - where it is necessary in order to comply with any Law; or
 - where it is necessary in order to fulfil or observe a time requirement arising in connection with the business or activities of Hunter Water; or
 - where it is necessary to secure a commercial advantage to Hunter Water; and is a matter related to;
 - dealings with property; or
 - award of contracts and any associated funding variations.
- Present decisions taken, back to the full Board for ratification.

Membership of the Committee

The Committee must consist of at least 3 persons all of whom must be Directors of Hunter Water, with one Member being the Chairperson of the Hunter Water Corporation Board and one Member being the Managing Director. The remaining Non-Executive Director will be appointed by the Corporate Governance Committee. The term of the Non-Executive Director will be determined by the Corporate Governance Committee.

Meetings

The Committee will meet as required. The Committee's Charter shall be reviewed annually by the Corporate Governance Committee and updated as required.

Quorum

A quorum shall consist of 2 Committee Members.

Authority

In carrying out its duties the Committee shall have the authority to discuss directly with management, internal auditors or consultants any issue within its remit and to request reports, explanations and information on any of the activities or procedures of the corporation.

The Committee is authorised by the Board to obtain outside legal or other professional advice if it considers this necessary at the cost of the corporation

Conflict of Interest

Committee Members must declare their interest, whether perceived, pecuniary or otherwise, in the exercise of their duties.

Approved by the Board Out of Session Committee and by the Board of Hunter Water Corporation on 25 June 2009.