



CHARTER SUSTAINABILITY COMMITTEE

1. Introduction

The Sustainability Committee (Committee) is a committee of the board of directors (Board) of Hunter Water Corporation (Hunter Water). This charter sets out the functions delegated by the Board to the Committee and the Committee's objectives, authority and operation.

2. Purpose

The Committee assists the Board in developing, evaluating and overseeing the strategic approach to delivering our services with a customer centric and sustainability focus.

3. Objectives

In fulfilling its purpose, the Committee's objectives are to review, provide guidance and make recommendations to the Board on customer, community and sustainability issues of a strategic nature, to be considered in the current and future operations of Hunter Water. The Committee assists the Board in fulfilling Hunter Water's environmental, social and governance (ESG) obligations, particularly with respect to strategic environmental and social considerations.

4. Authority

The Committee is a sub-committee of the Board and has no executive powers.

The Committee has the authority to directly engage with management, internal auditors, or consultants (including probity advisors), and request reports and information on any relevant Hunter Water activities. It can also obtain independent legal or professional advice, if deemed necessary, at Hunter Water's cost.

5. Duties and responsibilities

To fulfil its objectives, the Committee will:

- Consider, guide and review Hunter Water's customer, community engagement and sustainability strategies; as well as related strategic programs of work (including, but not limited to environmental, healthy waterways and climate change programs) to ensure they are consistent with good governance and our vision and the expectations of our customers, community and other stakeholders.
- Evaluate how customer, community and stakeholder views, expectations and preferences are reflected in decision making for the provision of services.
- Evaluate long term trends and emerging challenges and opportunities relating to sustainability, customer and community expectations, including environmental, climate change and social issues (for example, modern slavery, supply chain and responsible Artificial Intelligence), and refer such issues to the relevant committee where relevant.



- Review progress and performance of relevant strategies (ie. customer experience, community engagement and sustainability) and strategic programs of work (eg. climate change and environmental programs) against relevant strategic objectives, metrics and targets.

6. Membership, appointment and term

The Committee will consist of at least two non-executive directors and the Managing Director. Only a non-executive director will be appointed Chair of the Committee.

The members, the Chair and the term of appointment of each member will be appointed by the Nominations and Governance Committee. Membership will be re-assessed as required taking into consideration the requirements of all Board Committees and the experience and skills of Board members..

The Committee may invite any other individuals to attend meetings of the Committee, as it considers appropriate.

7. Chair

The Nominations and Governance Committee will appoint a non-executive director to be Chair of the Committee.

8. Secretary

A senior manager, nominated by the Managing Director and approved by the Chair of the Committee, will be the Committee's Secretary.

The Secretary, together with the Chair and/or the Managing Director, will set the agenda, distribute the business papers at least five full business days before each meeting, keep the meeting minutes and circulate these within one month of the meeting. Other management personnel may assist the Secretary in these tasks.

9. Meetings

The Committee will meet at least four times each year and as the Chair deems necessary to fulfil its duties.

The Chair of the Committee will report to the Board following each committee meeting.

10. Conflict of Interest

Committee members must declare their interest, whether perceived, financial or otherwise, in the exercise of their duties under Schedule 10 of the *State Owned Corporations Act 1989* (NSW).

11. Quorum

A quorum requires two Committee members. Meetings can be held in person, by telephone, video conference or a combination of these methods.

12. Assessment

The Committee will review its performance and effectiveness annually, and report to the full Board.

13. Review of Committee Charter

The Committee will review this Charter on an annually and recommend any changes to the Board.





DOCUMENT INFORMATION

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