CHARTER
STRATEGY & SUSTAINABILITY COMMITTEE

1 Introduction

The Strategy and 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 achieving Hunter Water's strategic ambition to have 'customers and community at the heart of all we do' and to 'create a sustainable, resilient and prosperous future'.

3 Objectives

In fulfilling its purpose, the Committee's objectives are to review, provide guidance and make recommendations to the Board on the following:

- Achieving Hunter Water's ambition:
  - To become a customer-centric organisation.
  - To increase community trust.
  - To transition from an approach focussed on reducing harm to one that creates a positive impact.
  - To transform the way we work for the benefit of our customers, communities and people, enabled by data driven decision making and innovation at speed and scale.
- The changing external landscape affecting Hunter Water, including long term trends, opportunities, risks and disruptions, so that we remain sustainable and resilient.

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:

- Review and guide a holistic horizon scan of Hunter Water's external environment on at least an annual basis, and report key insights to the Board and relevant Committees.

- Evaluate long term and emerging issues and trends that have the potential to present opportunities and challenges for our organisation, our Corporate Strategy or how we provide our services, and refer such issues to the relevant Committee where relevant.
- Consider, guide and review Hunter Water's Customer Experience, Community Engagement and Sustainability Strategies; as well as related strategic programs of work (including, but not limited to environmental, healthy waterways, climate change, Lower Hunter Water Security Plan programs):
    - To confirm they are consistent with good governance and our vision;
    - To confirm that they have considered the views and expectations of our customers, community, and other stakeholders, as well as opportunities for partnerships in pursuit of our strategic outcomes; and
    - In relation to progress and performance against relevant strategic objectives, metrics and targets.
- Consider, guide and review Hunter Water's Business Transformation Program, in relation to progress and performance 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 reassessed 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 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 annually and recommend any changes to the Board.

DOCUMENT INFORMATION

Version history

Document review date is as per the scheduled review date below.

Version	Author	Changes	Approved By	Date Approved
1	Laura Hails	Initial Release	Board of Directors	30/06/21
2	Laura Hails	Periodic Review	Board of Directors	30/06/22
3	Laura Hails	Periodic and external review	Board of Directors	29/04/24
4	Laura Hails	Periodic and external review	Boad of Directors	29/05/25
5.0	Laura Hails	Periodic review	Boad of Directors	30/04/26

Document control

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Mandatory Reviewer(s)	Nominations and Governance Committee and EMT			
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