



SUSTAINABILITY COMMITTEE CHARTER



Committee name

The Committee shall be known as the Sustainability Committee (the 'Committee').

Purpose

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

Objectives

In fulfilling its purpose, the Committee's objectives are to review, provide guidance and make recommendations to the Board and the Investment Committee on customer, community, human health, environmental, and sustainability issues of a strategic nature to be considered in the current and future operations of the Corporation.

Authority

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

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 independent legal or other professional advice if it considers this necessary or appropriate, at the cost of the Corporation.

Duties and responsibilities

In order to fulfil its objectives, the Committee will:

- Consider and review the organisation's key customer service, community, sustainability, environment and stakeholder engagement strategies to ensure they are consistent with our vision, brand positioning and the expectations of our customers and other stakeholders.
- Evaluate how customer and community views, expectations and preferences drive decision making and the provision of services.
- Evaluate long term trends relating to sustainability, environmental and human health issues and how they influence decision making and the provision of services.
- Evaluate and provide guidance on emerging customer, community, human health, environmental and sustainability issues.
- Review customer service, community, sustainability, environment and human health performance against strategic objectives and targets.
- Review and provide input to the Annual Report with a focus on financial, environment and social aspects.

Membership, appointment and term

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

The members, the Chair and the term of appointment of each member shall be recommended 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.

The Managing Director is a permanent member of the Committee.



Chair

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

Secretary

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

The Secretary, in conjunction with the Chair and/or the Managing Director, will be responsible for determining the agenda and distributing the business papers to the Committee members at least five full business days prior to each meeting. The Secretary will also be responsible for keeping the minutes of the Committee and circulating these to Committee members within in one month of the meeting. The Secretary may be supported in these duties by other management personnel.

Meetings

The Committee will hold at least four regular meetings annually and additional meetings as the Chair may determine necessary in order to fulfil its duties.

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

Conflict of interest

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

Quorum

A quorum will consist of two Committee members.

Meetings can be held in person, by telephone, by video conference or by any combination of these media.

Assessment

The Committee shall review performance against the Charter on an annual basis and report to the full Board.

Review of Committee Charter

The Committee will review this Charter on an annual basis and at such other times as it considers a review to be necessary or appropriate.

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