



Capital Works Committee Charter

Fairbairn Irrigation Network Ltd

March 2021

1 Authority

This Capital Works Committee Charter is established by the Board of Fairbairn Irrigation Network Ltd (FIN) as a standing committee of the Board.

The Standing Committee is to provide recommendations to the FIN Board who retain the authority for any final decisions.

The Board authorizes the Capital Works Committee, to:

- a. exercise the responsibilities set out in this charter and under any separate resolutions of the Board granted to it from time to time;
- b. where pre-approved, retain independent consultants to advise the Committee in undertaking its role; and
- c. request information it requires in accordance with this Charter.

2 Objectives of this Committee

The aim of this committee is to:

- a) Review the Capital Works program to ensure planned works meet the objectives of the Company in respect to;
 - (i) Risk Mitigation
 - (ii) Work Health and Safety Compliance
 - (iii) Environmental Responsibility
 - (iv) Service Reliability
 - (v) Modernisation
- b) Provide input and oversight of works planning to align the needs of future irrigated agricultural cropping techniques with their supply and drainage infrastructure.

3 Roles & Responsibilities of the Committee

The Capital Works Committee is to assist the Board oversee FIN's Capital Works activities and program by:

- (a) Reviewing and making recommendations to the Board on FIN's Capital Works Strategy and Plan, including;
 - (i) Annual works and required expenditure;
 - (ii) Planning for medium (2 -5 years) and longer term (greater than 5 years) expenditure programs;
 - (iii) The appropriate level of reserve to be held; and
 - (iv) Updates and revisions to the FIN Capital Works Planning Model.
- (b) Monitoring Capital Works delivery and reporting to the Board;
- (c) Undertaking of any special projects related to Capital Works requested by the Board or deemed necessary by the Committee.

4 Membership

4.1 Composition and size

The Capital Works Committee will consist of three to five voting Members with a minimum of :

- one Director from the Board;
- one customer Member; and
- the FIN General Manager.

If the customer Member position cannot be filled, the Board reserves the right to appoint an alternative Member to the Committee.

Membership of the Capital Works Committee will be reviewed annually and Members are eligible for reappointment. Membership will be confirmed annually by the Board.

4.2 Committee Chair

The Chair of the Capital Works Committee is appointed by the Board and must be a Director. Where the Committee Chair is not present at a meeting, the Capital Works Committee may elect a Chair for the meeting.

4.3 Commitment of Committee Members

In considering the appointment of Capital Works Committee Members, the Board must aim to appoint Members who, between them:

- Are capable and willing to devote the necessary time and attention required to enable the Committee to carry out its roles and responsibilities.
- Are committed to ensuring that the decision-making process is transparent and unbiased.

4.4 Skills development

If the Board Chair approves, a Capital Works Committee Member may attend seminars or training related to the functions and responsibilities of the Capital Works Committee at FIN's expense.

4.5 Secretary

FIN will provide a secretary to the Capital Works Committee as required. The secretary will assist the Committee Chair to develop and distribute agendas, papers, minutes and calendar.

5.1 Committee meetings and Processes Meetings

Meetings and proceedings of the Capital Works Committee are governed by the provisions in the constitution of FIN in so far as they are applicable and not inconsistent with this charter.

5.2 Frequency and calling of meetings

The Capital Works Committee will meet as frequently as required to undertake its role effectively but at least once annually.

All Capital Works Committee Members are expected to attend each meeting in person, or through other approved means, such as teleconference or video conference.

The Capital Works Committee may invite other people to attend as it sees fit and consult with other people, or seek any information it considers necessary, to fulfil its responsibilities.

5.3 Invitees

Non-Members may attend meetings by invitation of the Capital Works committee. These attendees may take part in the business of and discussions at, the meeting but have no voting rights.

5.4 Voting and quorum

Any matters requiring decision, will generally be decided by consensus. If consensus is not achievable, then a majority vote is required with the Committee Chair having a casting vote.

A quorum for the Capital Works Committee in meetings shall be two Members, including at least one FIN Director, in person, telephone, or video conference.

5.5 Access to information and advisors

The Capital Works Committee has the authority to:

- (a) require management or others to attend meetings and to provide any information or advice that the Water Committee requires;
- (b) request relevant documents from the General Manager insofar as they relate to the calculation of surplus water;
- (c) may request information from the Chair of the Board to assist the Committee in its decision-making process;
- (d) subject to prior approval of expenditure by the Board, obtain the advice of independent technical or other experts.

5.6 Minutes

The secretary will keep minute books to record the proceedings and resolutions of its meetings.

Minutes must be prepared, approved by the Committee Chair and circulated to the Members within two weeks of a meeting. They must be ratified and signed by the Committee Chair, at the next meeting of the Capital Works Committee and provided to the Board of FIN.

6 Conflicts of interest

It is acknowledged that all Members of the Committee, in particular customers of FIN, may have an identified conflict of interest in the capital works of the scheme. This conflict of interest is recognised and accepted by the Board on the basis that input from customers is a valued and essential part of the planning process.

As a matter of process, the Committee Chair should:

- maintain a register of conflicts of interest, including identified conflicts of interest as mentioned above, and
- remind Members at the beginning of every meeting of their obligation to disclose any actual or potential conflicts with regard to any agenda item for consideration at that meeting and discuss action to be taken to avoid or manage the conflict.

7 Reporting and Review

7.1 Reporting to the Board

The Chair of the Capital Works Committee is to report to the Board following each Capital Works Committee meeting. Such reporting may be by distribution of a copy of the minutes, supplemented by other necessary information, including recommendations requiring Board's action and/or approval.

7.2 Reviews

The Capital Works Committee should review this charter and its composition annually, to ensure that it remains consistent with the Board's objectives and responsibilities. The Board should consider the Capital Works Committee's review and either approve or further review the Capital Works Committee's charter and/or composition.