



BOARD POLICY

Board Charter (Statement of Matters reserved for the Board)

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1 BOARD CHARTER

This Board Charter defines the role and functions of the Board of the Queensland Bulk Water Transport Authority trading as LinkWater. The attached 'Statement of Matters Reserved for the Board' allocates a list of responsibilities the Board has set for its consideration. In carrying out these responsibilities, the Board may delegate any of its powers to a Committee, Board member, CEO, General Manager, employee or other person, subject to any applicable legislation.

If, at any time, a Board member requires independent advice in relation to the performance of his/her duties as a Board member of LinkWater, he or she has the right to seek that advice and, with the Chairperson's prior approval, to have costs reasonably incurred reimbursed.

The Board adopts MGT-002 Code of Conduct as the code of conduct applicable to the Board.

2 RELATIONSHIP WITH MANAGEMENT

The following points establish the relationship between the Board and Management:

- the ultimate responsibility for strategy and control rests with the Board;
- Management must supply the Board with information to enable the Board to discharge its duties effectively;
- the Board may meet from time to time without the presence of Management;
- the management function is conducted under the supervision of the CEO as directed by the Board;
- the Board approves corporate objectives for the CEO to satisfy and, jointly with the CEO, develops the duties and responsibilities of the CEO; and
- General Manager Legal Services will fulfil the company secretarial function in respect of the Board.

3 DELEGATION TO COMMITTEES

The Board may establish Committees and adopt a charter setting out the matters relevant to the composition, responsibilities and administration of each Committee.

The Board may also delegate specific functions to ad hoc Committees when necessary by resolution.

4 RELATED LEGISLATION

Compliance with all aspects of the Compliance Guide.

5 EXPECTED OUTCOMES

- To achieve best practice in developing and monitoring the business of LinkWater.
- To establish good corporate governance.
- To represent and serve the interests of Government stakeholders by overseeing and appraising the strategies, policies and performance of LinkWater.
- To protect and optimise LinkWater's performance.

6 RESPONSIBILITY

It is the Board's responsibility to monitor and review each of the items within the 'Statement of Matters Reserved for the Board' as required and at least annually.

This Board Charter is to be reviewed by the Board as required and at least annually.

ATTACHMENT 1

Statement of Matters Reserved for the Board

1 People Management

- Selection, appointment and removal of the Chief Executive Officer (CEO);
- Approval of any delegation of authority (including any financial delegations);
- Appointment or removal of the Company Secretary;
- Approval and review of policies relating to the skills requirements and competency of appointees to the Board and Executive Management;
- Ratification of the organisation structure;
- Approval of remuneration and incentive policies;
- Approval of Executive Management remuneration;
- Approval of succession plans for Executive Management; and
- Review of the CEO's and Executive Management's performance.

2 Corporate Governance

2.1 Board and Executive Management

- Disclosure of the independence of Board members;
- Disclosure of conflicts of interest of Board members;
- Governance of LinkWater, including the continuing development and review of corporate governance principles and policies;
- Approval of overseas visits for the CEO;
- Approval of memberships, terms of reference and charters of Board Committees;
- Approval of Code of Conduct;
- Maintenance of Director's and Officer's Insurance;
- Approval of professional development and training for Board members; and
- Continuance of training/education, monitoring and review of corporate governance procedures and the 'culture of compliance' within LinkWater.

2.2 Role of Chairperson:

- Assessment of Board performance;
- Approval of Board Agenda;
- Effective running of Board Meetings; and
- Approval for Board members to obtain independent advice.

3 Finance and Accounting

3.1 *Financial Matters:*

- Compliance with obligations under the *Financial Accountability Act 2009* in relation to financial reporting and audit;
- Review of management processes aimed at ensuring the integrity of financial and other reporting;
- Review of monthly financial reports;
- Approval of accounting policies;
- Approval of the internal audit plan;
- Approval of Annual Accounts;
- Approval of loans or giving security over assets;
- Approval of opening bank accounts and their signatories;
- Acceptance of audit reports, including Management Letters;
- Approval of policies regarding short or long term investments;
- Approval of depreciation rates for asset policies; and
- Approval of any proposal relating to the management or structure of LinkWater's debt pool.

3.2 *Business Strategy:*

- Approval of the Operational Plan and the Strategic Plan;
- Approval of strategic objectives;
- Approval of proposals for major expansions, closures or reduction in services;
- Approval of budgets and prices;
- Approval of priorities and performance indicators;
- Actions or transactions which might involve questions of legality or propriety;
- Approval of signing of major contracts (more than \$1,000,000); and
- Approval of donations and sponsorships above approved limits.

4 Operations

4.1 *Approval of Program:*

- Approval of the appointment of alliance partners or other significant contractors;
- Approval of the annual program work; and
- Approval of ancillary significant programs/projects such as the land acquisition process.

5 Assets and Infrastructure

5.1 *Capital Expenditures:*

- Approval of major capital expenditure proposals;

- Approval of corporate planning priorities;
- Approval of leasing or purchase of buildings;
- Approval of major transactions not included in the budget or in the ordinary course of business;
- Review of capital management procedures; and
- Approval of a write-off policy.

6 Risk, Compliance and Quality

6.1 Internal controls and reporting systems:

- Oversight of audit, risk and compliance systems;
- Oversight and review of risk assessment and management strategies and compliance policies;
- Oversight and review of risk assessment and management, internal control and ethical and legal compliance;
- Oversight and review of the policy for delegation of an internal audit function to Management;
- Oversight and review of LinkWater's insurance requirements;
- Oversight of Work, Health and Safety in respect of LinkWater; and
- Review of Committee performance.

7 Knowledge and Communication

- Approval and signing of Annual Report;
- Communication with major stakeholders;
- Approval of any litigation actions; and
- Attendance at any Court or Government Committee of Inquiry.