

Icon Retail Investments Limited

Corporate Governance Charter

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1. Introduction

The board of directors (**Board**) of Icon Retail Investments Limited (**IRIL**) is primarily responsible for ensuring that IRIL has an appropriate corporate governance structure.

IRIL is a wholly owned subsidiary of Icon Water Limited (**Icon Water**), which is prescribed under Schedule 1 of the *Territory-owned Corporations Act 1990* (ACT) (**TOC Act**).

The obligations and requirements of the *Corporations Act 2001* (Cth) (**Corporations Act**), the TOC Act and IRIL's Constitution (**Constitution**) set the broad framework for IRIL's governance arrangements. The Board considers high standards of corporate governance are of core importance to the operations of IRIL.

Under the Corporations Act, directors are bound to operate consistently with the duties and obligations established by that Act. IRIL is also subject to the TOC Act which imposes additional obligations on IRIL and its directors. Both Acts are generally capable of concurrent operation and IRIL is required to comply with both Acts.¹

The purpose of the Corporate Governance Charter (**Charter**) is to promote high standards of corporate governance and compliance. A key component of this involves compliance with various legal and regulatory requirements, including those obligations under the Corporations Act, the TOC Act and the Constitution.

2. Purpose of the Charter

IRIL is an unlisted public company.

The Board is primarily responsible for the corporate governance of IRIL.

The purpose of this Charter is to:

- promote high standards of corporate governance
- clarify the role and responsibilities of the Board
- enable the Board to provide strategic guidance for IRIL and effective management oversight.

3. Obligations under the Territory-owned Corporations Act

3.1 Framework of obligations

IRIL must be aware of and comply with all applicable laws and regulations.

The Board considers compliance by IRIL with legal and regulatory requirements as a key component of good corporate governance. The overseeing of such compliance is a significant role of the Board in respect of IRIL's operations.

The Board is responsible for ensuring that adequate measures and processes are in place for compliance with laws and regulations by IRIL, particularly the health and safety of its employees. Icon Water's Work Health and Safety Statement attached to the Icon Water corporate governance charter is applicable to IRIL.

In performing their duties all directors, executives, management and personnel must:

- comply with any applicable law and regulations
- comply with IRIL's corporate and operational protocols, policies and procedures
- take account of environmental issues in all of IRIL's planning and operations.

Any legal and regulatory compliance issues are to be reported to the relevant executive and, where appropriate, the Board.

¹ Section 5E of the Corporations Act provides that the Corporations Act is not intended to exclude or limit the concurrent operation of a Territory law. If an inconsistency between the Corporations Act and TOC Act were to arise section 5G of the Corporations Act will apply to determine which provision takes priority.

3.2 Obligations under the Territory-owned Corporations Act

The Board must comply with the TOC Act. Obligations on the Board under the TOC Act are additional to the obligations that are imposed on it by any other law or the Constitution. The main objectives of IRIL as set out in the TOC Act are:

- a) to operate at least as efficiently as any comparable business
- b) to maximise the sustainable return to the Australian Capital Territory on its investment in IRIL in accordance with the performance targets in the latest statement of corporate intent of Icon Water
- c) to show a sense of social responsibility by having regard to the interests of the community in which IRIL operates, and by trying to accommodate or encourage those interests
- d) where IRIL's investments or activities affect the environment, to operate in accordance with the object of ecologically sustainable development.

Under the TOC Act the following specific obligations are imposed on IRIL's directors:

- a) the directors must, as soon as practicable after becoming aware of a "significant event" affecting IRIL, tell the Voting Shareholders about the event
- b) give effect to a lawful direction by the Voting Shareholders under section 17 of the TOC Act
- c) ensure that the applicable ACT Government policies advised to it by the Voting Shareholders are, as far as practicable, complied with by IRIL.

The above are in addition to numerous obligations on IRIL under the TOC Act, of which the Board needs to procure compliance by IRIL.

4. Responsibilities

4.1 Board

The Board is accountable to the Icon Water Board for the overall strategic direction, management and corporate governance of IRIL.

The Board is responsible for:

- overseeing IRIL performance and its investment operations
- reporting to the Icon Water Board
- setting the strategic direction and investment objectives for IRIL providing strategic advice to management in relation to the development and implementation of the corporate strategy
- approving the corporate strategy and performance objectives and monitoring implementation of these
- declaring dividends which are agreed with the Voting Shareholders, or failing agreement, as the Voting Shareholders direct in writing
- monitoring financial and other reporting
- reviewing and ratifying systems of risk management, internal compliance and control, and legal and regulatory compliance to ensure appropriate compliance frameworks and controls are in place
- providing effective oversight and management of Icon Water's energy investment.

4.2 Chair

The Chair of the Board is appointed by Icon Water.

The responsibilities of the Chair of the Board include:

- procedural control over Board meetings
- facilitating the effective contribution of all directors
- providing leadership to the Board and IRIL
- acting as a spokesperson for the Board
- promoting the efficient organisation and conduct of the Board's functions
- facilitating Board discussions to ensure core issues facing IRIL are addressed
- promoting constructive and respectful relations between Board members and between the Board and management

4.3 Directors

Directors should attend and participate in Board meetings.

Directors should spend the time needed to properly discharge their responsibilities.

Directors should review papers, documents and reports provided by management before Board meetings.

Directors should ask questions of, request information from, and raise any issue of concern with management. Directors are encouraged, where possible, to ask any questions and raise issues of concern before a meeting so that management is prepared to address them.

Directors must exercise independent judgment when making decisions.

Directors must keep Board information, discussions, deliberations, and decisions that are not publicly known, confidential.

Directors are required to comply with their legal duties when discharging their responsibilities as directors. Broadly, these duties are to:

- act in good faith and in the best interests of IRIL. A director will be taken to act in the best interests of IRIL if they act in the best interests of Icon Water (provided that IRIL is not insolvent or does not become insolvent as a result of that act)
- act with care and due diligence
- act for proper purposes
- avoid a conflict of interest or duty
- refrain from making improper use of information gained through the position of director or taking improper advantage of the position of director
- stop IRIL from incurring debts where there are reasonable grounds to expect that it cannot pay those debts.

4.4 Chief Executive Officer²

Responsibility for day to day management and administration of IRIL is delegated by the Board to the Chief Executive Officer of Icon Water.

The Chief Executive Officer manages IRIL in accordance with the strategy, plans, policies and procedures, including achievement of objectives in the Icon Water annual Statement of Corporate Intent.

² Reference to Chief Executive Officer can also refer to Managing Director, where the Chief Executive Officer is appointed as a Director. This appointment as a Director is subject to the agreement of Icon Water's Voting Shareholders, under the provision of section 12 of the Territory-owned Corporations Act 1990. The power of the Voting Shareholders to appoint and remove Directors is also detailed in section 47(2) of the Icon Water Limited Constitution.

4.5 Company Secretary

The Board is responsible for appointing the Company Secretary. The Board has chosen to appoint the same Company Secretary and deputy Company Secretary as those people appointed by the Icon Water Limited Board.

5. Board membership and composition

5.1 Board composition

The Board must comprise:

- a chair, a deputy chair and at least two and up to six further directors
- directors who, in the opinion of the Voting Shareholders, have the expertise or skills necessary to assist IRIL to achieve its principal objective.

5.2 Board appointments

The number of directors, their appointment and removal is determined by Icon Water under the Constitution.

Icon Water's two Shareholders i.e. Ministers, (generally the Chief Minister and Deputy Chief Minister of the Australian Capital Territory (Voting Shareholders under the TOC Act and the Constitution)) must provide their consent for the appointment of a director to IRIL.

5.3 Remuneration

Directors' remuneration is determined by Icon Water in accordance with the requirements of the Constitution.

6. Conflicts of interest

Directors are expected to be aware of conflicts of interest or duty that may arise and be mindful of their fiduciary obligations.

Directors must:

- disclose to the Board any actual, potential or perceived conflict of interest or duty that might reasonably be thought to exist as soon as the situation arises
- take necessary and reasonable action to resolve or avoid any actual or potential conflict of interest or duty
- comply with the Corporations Act and the Constitution in relation to disclosing material personal interests and restrictions on voting.

For on-going appointments or interests that may create a conflict, a director may give the other directors standing notice about an interest. However, a standing notice will lose effect if:

- the nature and extent of the interest increases materially above that disclosed in the notice
- any new director is appointed, unless the new director is given a copy of the notice.

Each year directors will be asked to update their Declaration of Interests and provide it to the Company Secretary. These documents will be tabled annually at a meeting of the Board.

Further information about conflicts of interest is set out in *Directors' Duties: A Practical Guide*.

7. Code of conduct

The Icon Water Code of Conduct articulates the high standards of honesty, integrity, ethical and law-abiding behaviour expected of all Icon Water workers – including Board Directors. The Code encourages the observance of those standards to protect and promote the interests of Icon Water's Voting Shareholders and other stakeholders (including employees, customers, suppliers, the community and creditors).

8. Public Interest Disclosure

Icon Water's Public Interest Disclosure Statement sets out the process for reporting and investigating public interest disclosures of wrongful and illegal behaviour by IRIL, its officers or employees.

9. Access to information and independent advice by Directors

Directors have access to any IRIL information they consider necessary to fulfil their responsibilities and to exercise independent judgment when making decisions.

Directors shall have access to:

- written Board papers sponsored by Executive Management
- Executive Management to seek explanations and information
- auditors, both internal and external, to seek explanations and information from them without management being present.

Directors may seek any independent professional advice they consider necessary to fulfil their responsibilities and to exercise independent judgment when making decisions.

10. Communication of information

The Board will:

- communicate effectively with the Icon Water Board
- give the Icon Water Board ready access to balanced and understandable information about IRIL and its corporate goals
- oversee compliance with the TOC Act in relation to the notification and provision of information to the Voting Shareholders.

11. Meetings

11.1 Frequency

The Board shall meet as and when required, but no less than four times per year in order to fulfil its duties. The Board may convene at any time at the request of the Directors or Icon Water, noting formal compliance requirements of notifications under the Corporations Act.

An annual schedule of meeting dates will be produced by the Company Secretary.

An annual meeting planner will be produced by the Company Secretary to outline the business to be considered at each meeting.

11.2 Annual energy investment strategy session

In addition to regular Board meetings, the Board will hold an annual energy investment strategy session to discuss the strategic direction and investment objectives for IRIL.

11.3 Quorum

A quorum for meetings is:

- five while the number of Directors in office is eight
- four when the number of Directors in office is six or seven
- and otherwise shall be three (refer s12 of IRIL Constitution).

11.4 Attendees

The Board may invite anyone, including Executive Management and their expert technical representatives or external parties, to attend meetings and participate in discussions concerning specific issues.

11.5 In camera sessions

The Board may from time to time hold in camera sessions. In particular, the Board may choose to meet separately with Executive Management and their expert technical representatives or external parties to discuss any matters the Board believe should be discussed privately. Unless otherwise agreed by the Board, no other Icon Water employees, including those providing secretariat services will be present for the in camera sessions.

The minutes will record that an in camera discussion was held. Following closure of the in camera session, the Chair will summarise any decisions made or actions arising to enable these to be captured in the minutes of the meeting.

11.6 Secretariat

The Company Secretary or approved delegate shall provide secretariat support, including taking and distributing minutes of each meeting.

The Company Secretary will manage the process of:

- scheduling Board meetings for each calendar year
- issuing invitations to meeting participants
- coordinating meeting arrangements (such as room set-up and catering)
- collating and distributing meeting packs
- taking and distributing minutes of each meeting.

11.7 Minutes

Minutes of each meeting shall be recorded and circulated to all directors of the Board for approval and entered into the minute book within one month of the meeting (Corporations Act S251A).

The minutes must be signed by the chair of the meeting within a reasonable time.

12. Review and approval

This Charter shall be reviewed every two years and any major amendments³ will be recommended for approval by the Board. The Chair can approve minor amendments and the Company Secretary can approve administrative amendments.

13. Document control

Version	Author	Description of changes	Approved by/date
1	General Manager Finance	Revision	Board 16 February 2015
2	General Manager Business Services	Amendments to Board size as a result of changes to the Constitution and other minor administrative amendments	Board 16 February 2017
3	Governance Secretariat Officer	Inclusion of meeting information and movement of sections in line with the Icon Water Limited Charter	Board 11 April 2018
3.1	Governance Secretariat Officer	Minor amendments, including formatting changes	Company Secretary 1 July 2019
3.2	Governance Secretariat Officer	Minor amendments	Company Secretary 1 April 2021

³ A major amendment is a change to a current Integrated Management System (IMS) document that significantly impacts upon the content, including its meaning or intent. (Source: Icon Water procedure PR07.03 Creating and maintaining IMS documents, which also defines minor and administrative amendments.)