

Risk and Assurance Committee Charter



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The Risk and Assurance Committee (RAC) (the Committee) operates as a Committee of the Icon Water Limited (Icon Water) Board in accordance with the Icon Water Board Charter. This Committee Charter sets out the role, responsibilities, membership, meetings, reporting and other requirements.

1. Role of the committee

The Committee's role is to provide independent assurance and advice to the Board on the integrity of Icon Water's internal control and compliance framework. This includes internal control and compliance activities in relation to all risk categories: safety, environment, financial, legal/regulatory, strategic, reputation and operational. The Committee achieves this through their review and independent advice on matters relating to assurance, risk management and internal control, and financial management.

2. Responsibilities

The Committee's responsibilities in relation to key subject matter are listed below.

Assurance

The Committee shall:

- review and approve the Internal Audit Charter to ensure appropriate organisational structures, authority, access and reporting arrangements are in place
- review and approve the annual program of internal audit activity to ensure it is aligned with key risks, makes the best use of internal audit resources and minimises duplication with other assurance activities
- monitor delivery of the annual program of internal audit activity
- review all internal audit reports including in relation to significant issues identified, agreed management actions and proposed good practice
- monitor the implementation of internal audit recommendations
- periodically review the effectiveness of the Internal Audit function
- where required, meet separately with the Manager Internal Audit to discuss any matters that the committee or auditors believe should be discussed privately.

Risk management and internal control

The Committee shall monitor management's operation and continuous improvement of arrangements for:

- work health and safety management
- internal control
- risk management
- compliance management
- emergency and business continuity management
- fraud and corruption control
- protective security
- cyber security.

Table 1. Oversight of risk management and internal control

| Responsibility | Key Committee considerations |
|-------------------------------------|---|
| Work health and safety management | <ul style="list-style-type: none"> ▪ Work health and safety strategy implementation. ▪ Operational safety performance, including comparison with industry best practice. ▪ Appropriate investigation and timely response to major safety incidents. |
| Internal control | <ul style="list-style-type: none"> ▪ Consistency with best practice. ▪ Effective maintenance and review of policies and procedures. |
| Risk management | <ul style="list-style-type: none"> ▪ Consistency with best practice. ▪ Appropriate policy and procedures. |
| Compliance management | <ul style="list-style-type: none"> ▪ Consistency with best practice. ▪ Effective maintenance and review of policies and procedures. ▪ Appropriate policy and procedures. |
| Emergency and continuity management | <ul style="list-style-type: none"> ▪ Consistency with best practice. ▪ Appropriate emergency, business continuity and disaster recovery plans and arrangements. |
| Fraud and corruption control | <ul style="list-style-type: none"> ▪ Consistency with best practice. ▪ Appropriate policy and procedures to prevent, detect, record, report and effectively respond to fraud related information. ▪ Appropriate management of fraud and corruption incidents. |
| Protective security | <ul style="list-style-type: none"> ▪ Consistency with best practice. ▪ Effective maintenance and review of policies and procedures. ▪ Appropriate investigation and timely response to security incidents. |
| Cyber security | <ul style="list-style-type: none"> ▪ Consistency with best practice. ▪ Appropriate policy and procedures to prevent, detect, record, report and effectively respond to cyber security related incidents. ▪ Appropriate management of cyber security incidents. |

The Committee shall periodically review management's treatment of strategic risks and key risks in other risk categories (including business interruption, fraud and corruption, safety and environment risks), to ensure they are being effectively managed.

The Committee shall monitor whether management has taken steps to embed a culture of ethical and lawful behaviour.

Financial management

The Committee shall:

- review all external financial audit plans and reports, and monitor implementation of agreed recommendations
- review the financial statements and ensure they are supported by appropriate management sign-off and key internal controls
- review the performance of the external financial auditors and provide advice to the Board on any related issues identified
- review and confirm the independence of the external financial auditors
- where required, meet separately with the external financial auditors to discuss any matters that the committee or auditors believe should be discussed privately
- advise the Board as to whether the process for the preparation of the financial statements is adequate and that measures have been put in place to ensure financial statements are free from material misstatement

- advise the Board as to whether appropriate action has been taken in response to audit recommendations and adjustments to the draft financial statements, and (as appropriate) recommend the signing of the financial statements by the Board.

3. Membership

The membership of the Committee shall be a minimum of three and a maximum of five non-executive Icon Water Directors, including the Committee Chair.

The Committee Chair shall be appointed by the Board. The Chair of the Committee will not be the same Director that holds the position as the Chair of the Icon Water Board. The Chair of the Committee will be appointed for the term determined by the Board.

Members of the Committee shall be appointed by the Board. Committee membership will be determined with a focus on achieving a balance between regular rotation to refresh the Committee membership and continuity of Committee experience. Appointments shall be for a term of approximately two years and may be renewed for a second consecutive term, as determined by the Board.

Members must have the necessary analytical skills, knowledge and experience to discharge their responsibilities. At least one member shall have accounting or related financial management experience and an understanding of accounting and audit matters.

Committee members shall:

- function in accordance with this Charter
- operate independently of the Managing Director¹ and Executives².

4. Chair of the Committee

The Chair of the Committee is appointed by the Board. The responsibilities of the Chair include:

- procedural control over Committee meetings and facilitating discussions
- providing leadership to the Committee, encouraging and facilitating the effective participation of all members, and focusing the Committee's deliberations on the most important issues
- acting as a spokesperson for the Committee
- promoting the efficient organisation and conduct of the Committee's functions
- seeking the input of advisers, observers and other experts to maximise their contribution to the deliberations of the Committee
- briefing the Board on key issues considered by the Committee
- promoting constructive and respectful relations between Committee members and between the Committee and Executive Management
- promoting constructive and respectful relations between the Committee and other key stakeholders in relation to its duties and responsibilities.

5. Meetings

Frequency

The Committee shall meet four to six times per year, in order to fulfil its duties. The Committee may convene at any time at the request of the Board or its Members.

A meeting planner shall be produced annually and approved by the Committee, to outline the coverage of responsibilities specified in this Charter.

¹ Reference to Managing Director means the same as Chief Executive Officer as per Icon Water's Constitution.

² Executives are individuals who report directly to the Managing Director (not including the Executive Officer).

Quorum

A quorum for meetings is two when the number of Committee Members is three, three when the number of Members is four or five.

In camera sessions

The Committee may from time to time hold in camera sessions. In particular, the Committee may choose to meet separately with the auditors or relevant Icon Water Managers to discuss any matters that the committee or auditors believe should be discussed privately. Unless otherwise agreed by the Committee, 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.

Attendees

All committee members are expected to attend each meeting, in person or via video or tele-conferencing. Any Director who is not a member of the Committee can attend a meeting as an observer.

The Committee may from time to time invite anyone, including management representatives or external parties, to attend meetings and participate in discussions concerning specific issues.

Declarations of interest

At the commencement of each Committee meeting members are required to declare any actual, potential or perceived conflicts of interest that may apply to any matters to be considered at the meeting.

Details of actual, potential or perceived conflicts of interest declared by members and any action taken should be appropriately minuted from the meetings.

Additional Director obligations on disclosure of conflicts of interest can be found in the Icon Water Board Charter and Directors' Duties: A Practical Guide.

Secretariat

The External Relations Branch of the Governance and Sustainability Group shall provide secretariat support, including taking and distributing minutes of each meeting.

The Governance Secretariat Officer shall:

- schedule meetings for each calendar year
- issue invitations to meeting participants
- support communication between internal and external stakeholders and the Committee
- coordinate meeting arrangements (such as room set-up and catering)
- liaise with the Chair in the preparation of meetings
- collate and distribute meeting packs
- take and distribute minutes of each meeting.

6. Access to information and independent advice by directors

Committee members have access to any Icon Water information they consider necessary to fulfil their responsibilities and to exercise independent judgment when making decisions.

Committee members shall have access to:

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

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

7. Reporting

The Chair of the Committee shall report to the Board on the work of the Committee and the outcomes of each meeting, including significant issues discussed.

8. Performance assessment

The performance of the Committee will be assessed at the same time as Board performance and in the manner determined by the Board.

9. Review and approval

This Charter shall be reviewed every two years, or earlier if required, and any major amendments³ will be recommended for approval by the Board. The Committee can approve minor amendments and the Company Secretary, Governance and Sustainability Group can approve administrative amendments.

10. Document control

| Version | Author | Description of changes | Approved by/date |
|---------|--|---------------------------|---|
| 1 | Jane Breaden, General Manager Business Services | New Charter | Board 27 November 2015 |
| 2 | Vanessa Borham, Governance Secretariat Officer, Legal and Secretariat | Minor amendments | Committee 16 February 2017 |
| 3 | Alison Pratt, Manager Legal and Secretariat, Business Services Group | Minor amendments | Committee 21 February 2018 |
| 3.1 | Vanessa Borham, Governance Secretariat Officer, Legal and Secretariat Group | Administrative amendments | General Manager Business Services 20 February 2019 |
| 3.2 | Vanessa Borham, Governance Secretariat Officer, Legal and Governance Group | Administrative amendments | General Counsel 17 March 2020 |
| 4 | Sam Inall, Governance Secretariat Officer, Governance and Sustainability Group | Major amendments | Board 11 April 2024 |

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 includes definitions for minor and administrative amendments).