

TERMS OF REFERENCE

Service Delivery, Capacity and Performance Committee

1 Purpose

The Service Delivery, Capacity and Performance Committee (“the SDC&P Committee”) will assist the Board of Directors in fulfilling its duties and responsibilities relating to ensuring that appropriate strategies and plans for delivery of services to customers and other stakeholders are in place, and that performance of these services is effective.

2 Responsibilities

The SDC&P Committee will:

- (a) Provide strategic input consistent with the Company’s Strategic Priorities Framework into the development of plans and master plans for delivery of services to the Company’s customers.
- (b) Review and recommend to the Board for approval:
 - (i) proposals for plans and master plans and associated program level expenditure budgets;
 - (ii) annual capital, operations and maintenance budgets consistent with approved plans; and
 - (iii) establishment of delivery vehicles, such as alliances and other contractual arrangements, for execution of programs and major projects for the Company.

These reviews and recommendations of the SDC&P Committee shall relate and align to these plans and programs and with the Company’s strategic priorities.

- (c) Review the performance (principally schedule, costs and quality) of the service delivery function of the Company at regular intervals with respect to the plans and master plans and strategic KPIs of the organisation. The SDC&P Committee will also review the performance of delivery vehicles in meeting their financial and non-financial performance targets.

The SDC&P Committee’s role will include:

- (i) establishing agreement with Management on the format and content of regular reports;
- (ii) requesting Management to undertake investigation and report on material variations from targets;
- (iii) review Project Implementation Reports on projects previously approved by the Board; and

- (iv) recommend to the Board as submission for approval or noting by the Board acceptance of performance reports as the Committee feels necessary.
- (d) Recommend for consideration by the FA&RM Committee, Matters Arising from the Plans and Performance Reports submitted to the SDC&P Committee that are considered by the SDC&P Committee to have a potential effect on any aspect of the risk status of the Company.

3 Membership

Membership of, and attendance at, meetings of the SDC&P Committee will be:

- (a) a minimum membership will be two (2) independent non-executive Directors and the Chairman of the Board ;
- (b) the Board of Directors will be responsible for appointment of the SDC&P Committee members and the Secretary of the Committee. Unless the Board resolves otherwise, the Secretary will be the Company Secretary;
- (c) the Chairman of the SDC&P Committee will be appointed by, and be other than, the Chairman of the Board. If not a member of the SDC&P Committee, the Chairman of the Board will attend ex officio; and
- (d) other attendees at SDC&P Committee meetings will, subject to the discretion of the SDC&P Committee, ordinarily comprise the Company Secretary and the General Manager Infrastructure.

The composition of the SDC&P Committee will be reviewed every two (2) years.

4 Authority

The Board authorises the SDC&P Committee, within the scope of its responsibilities, to:

- (a) obtain any information it requires from Management and employees or external parties;
- (b) obtain expert advice where necessary following consultation with the Chairman of the Board; and
- (c) ensure the attendance of company officers at meetings as appropriate.

5 Independence

The SDC&P Committee has no executive powers in relation to the operations of the Company. It functions in an oversight and review role.

6 Meetings

A quorum for any SDC&P Committee meeting will be two (2) SDC&P Committee members.



The SDC&P Committee may invite such other persons to its meetings as it deems necessary, including persons to provide expert advice as considered necessary by the SDC&P Committee. SDC&P Committee members may not appoint an alternate to attend on their behalf.

Meetings shall be held not less than four (4) times a year. Special meetings may be convened as required. Internal and external auditors may request a meeting if they consider that it is necessary.

A copy of the SDC&P Committee papers and Minutes of each meeting shall be circulated to all Board members, and the Chairman of the SDC&P Committee shall report to the next meeting of the Board following each SDC&P Committee meeting. All matters referred to either the Board or Board Committees will appear as an agenda item at the next applicable Board or Committee meeting.

7 Review Cycle

The SDC&P Committee's Terms of Reference will be reviewed no less than every two (2) years.