

Remuneration Committee Charter



Version date: 11 April 2018

Version: 6

Next review date: 11 April 2019

The Remuneration Committee (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 objectives, responsibilities, membership, meetings, reporting and other requirements.

1. Role of the Committee

The Committee's role is to:

- meet Icon Water's responsibilities in relation to the remuneration and performance of the Chief Executive Officer¹
- ensure the Executive² remuneration strategy supports the recruitment and retention of appropriately qualified and experienced executives
- provide the Icon Water Board (the Board) with a forum for reviewing Icon Water's remuneration framework to ensure it supports business objectives.

2. Responsibilities

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

Chief Executive Officer

The Committee will:

- review and recommend for Board endorsement, a remuneration strategy for the Chief Executive Officer
- monitor and assess the Chief Executive Officer's performance against key performance indicators
- undertake annual remuneration reviews and present the outcomes to the Board.

Executives

The Committee will:

- review and recommend for Board endorsement, the remuneration strategy for Executives
- review and recommend for Board endorsement, the Chief Executive Officer's recommendations relating to Executive remuneration reviews.

Icon Water employees

The Committee will:

- review and recommend for Board endorsement, Icon Water's remuneration framework which supports Icon Water's strategic and human resources objectives.
- periodically review Icon Water's approach to variable rewards, including bonus arrangements (as applicable).

Non-executive directors

The Committee will liaise with Voting Shareholders on non-executive director remuneration.

¹ 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.

² Executives include General Managers, the Chief Financial Officer and the Chief Information Officer.

3. Membership

All Icon Water Board non-executive directors are members of the Committee. Non-executive directors will be members of the Committee for the period of their tenure as a non-executive director of Icon Water, unless otherwise determined by the Board.

Committee members will:

- function in accordance with this Charter
- operate independently of the Chief Executive Officer and Executives.

4. Meetings

Frequency

The Committee shall hold at least one meeting per annum and such additional meetings as the Committee's Chair shall decide, in order to fulfil its duties.

The Remuneration Committee may convene at any time at the request of a quorum of members.

Chair

The Chair of the Icon Water Board is the Chair of the Committee. In the absence of the Chair, the Deputy Chair of the Icon Water Board will act as Chair of the meeting.

Quorum

A quorum for meetings is five when 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 s62 of the Icon Water Limited Constitution).

In camera sessions

The Committee may, from time to time, hold in camera sessions. In particular, the Committee may choose to meet separately with executive management and their expert technical representatives or external parties to discuss any matters the Committee 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 Committee will summarise any decisions made or actions arising to enable these to be captured in the minutes of the meeting.

Attendees

The Chief Executive Officer may attend meetings, where required, to discuss executive or broader Icon Water remuneration issues, or at the request of the Committee.

The Committee may from time to time invite any party, including senior management and their expert technical 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 General Manager People and Safety (ActewAGL) or their nominee, will provide secretariat support including taking and distributing minutes of each meeting.

The Company Secretary will manage the process of:

- scheduling 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.

5. 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 explanations and 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.

6. Reporting

Minutes of each meeting will be circulated to all Committee members for agreement.

Papers/reports will be presented to the Board in relation to the outcomes of actions undertaken as part of the Committee responsibilities outlined in this Charter.

7. Performance Assessment

An assessment of the performance of the Committee will be undertaken periodically in consultation with the Chair of the Committee.

8. Review and approval

This Charter shall be reviewed annually and any major amendments³ will be recommended for approval by the Board. The Chair can approve minor amendments and the General Manager Business Services can approve administrative amendments.

9. References

Icon Water Limited Board Charter

Icon Water Limited Code of Conduct

Icon Water Limited Constitution

[Territory-owned Corporations Act 1991](#)

[Corporations Act 2001](#)

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 *PR4.1 Creating and maintaining IMS documents*, which also includes definitions for minor and administrative amendments, which also defines minor and administrative amendments.)

10. Document control

Version	Author	Description of changes	Approved by/date
Original	Michele Norris Company Secretary	New Charter	Board/2004
1	Michele Norris Company Secretary	Revision	Board/2011
2	Michele Norris Company Secretary	Revision	Board/2012
3	Michele Norris Company Secretary	Revision	Board/2014
4	Craig Richardson Company Secretary	Revision	Board/September 2014
5	Craig Richardson Company Secretary	Minor amendments	Board/December 2015
6	Governance Secretariat Officer	Major amendments to ensure Committee Charter aligns with the Risk and Assurance Committee Charter	Board/April 2018