

1. PRIMARY OBJECTIVE

The Major Projects Committee (**the Committee**) is a committee of the Board of Directors of Port of Townsville Limited (**POTL**).

The primary objective of the Committee is to assist the Board of Directors in fulfilling its responsibilities by facilitating the delivery of major infrastructure projects being constructed by POTL in a timely, efficient and cost effective manner.

The Committee does not replace or replicate established management responsibilities and delegations or the responsibilities of other executive management groups within POTL.

2. DUTIES AND RESPONSIBILITIES

The Committee shall consider any matters relating to the delivery of major projects by POTL. In addition, the Committee shall examine any other matters referred to it by the Board of Directors.

Specific duties and responsibilities of the Committee include:-

- Oversight of the delivery of those major infrastructure projects delegated to the Committee by the Board of Directors, including making decisions as and when required without further reference to the Board of Directors, up to a limit set out in the Delegations Policy.
- Monitor and evaluate the risk management systems in place to protect POTL during construction of major infrastructure projects.

In the discharge of its responsibilities the Committee must provide prompt and constructive advice to the Chief Executive Officer on matters pertaining to the major infrastructure projects and report its actions to the Board of Directors, particularly where issues are identified that could present a material risk or threat to POTL.

POTL's Board of Directors, senior management and employees will assist the Committee in the discharge of its duties and responsibilities by providing access to POTL's documents, records and physical property as may be required to undertake its role. The Committee is free to review and appraise policies, plans, procedures, records and methods of operation and to seek information from employees appropriate to fulfilling Committee duties and responsibilities.

3. RELATIONSHIP WITH LINE MANAGEMENT

The role of the Committee with respect to line management will focus on whether the actions proposed to address matters arising from the delivery of major infrastructure projects are satisfactory and cost effective and will enhance the effectiveness and efficiency with which those major infrastructure projects are delivered.

4. COMMITTEE MEMBERSHIP

The Chairperson of the Board will appoint at least three (3) Directors to serve as members of the Committee. The Chairperson of the Board may vary appointments to the Committee at any time and as he/she sees fit. The Chairperson of the Board may approve, from time to time, the appointment to the Committee of up to two (2) members external to POTL who possess specialist skills, knowledge and experience in delivery of major infrastructure projects. The Chairperson of the Board shall be an ex-officio member of the Committee, if not already a member.

When considering membership appointments, the Chairperson of the Board will consider rotation of members to facilitate the input of new ideas, while retaining some degree of continuity via a core of experience.

© Port of Townsville	Document Type	Policy	Document No.	POT 637
Only electronic copy on server is controlled. To ensure paper copy is current, check revision number against entry in Qudos - Master Document List			Revision	6
			Date	24/10/2017
			Page	1 of 4

Collectively, the Committee shall possess:

- a thorough understanding of the core activities of POTL and the environment in which it operates;
- a commitment to delivery of major infrastructure projects in a timely, efficient and cost effective manner;
- strong business acumen and management skills;
- a high level of understanding of best practice and experience in delivery of major infrastructure projects, alliance contracting, internal control, risk management and corporate governance;
- a sound knowledge of information systems and emerging technology;
- an inquiring attitude, objectivity and independence; and
- a strong, demonstrated sense of probity and ethical conduct.

Committee Chairperson

The Chairperson must be a Board Director.

If the Chairperson is not present or is unwilling to act, the Committee must appoint a Committee member who is also a Board Director to chair the meeting.

Committee Secretary

A Secretary will be appointed by the Chief Executive Officer to facilitate the Committee's meetings and reporting duties.

The Secretary will be responsible for the preparation and circulation of the meeting agenda and accurately minuting all decisions of the Committee in consultation with the Committee Chairperson. The Secretary will also be responsible for the timely tabling of all correspondence, reports and other information relevant to the Committee's activities and operations.

5. ETHICAL PRACTICES

Members of the Committee will, at all times in the discharge of their duties and responsibilities, exercise honesty, objectivity and probity and not engage knowingly in acts or activities that have the potential to bring discredit to POTL.

Members also must refrain from entering into any activity that may prejudice their ability to carry out their duties and responsibilities objectively and must at all times act in a proper and prudent manner in the use of information acquired in the course of their duties. Members must not use information obtained through their position on the Committee for any personal gain for themselves or their immediate families or in any manner that would be contrary to law or detrimental to the welfare and goodwill of POTL.

Further, members must not publicly comment on matters relative to activities of the Committee other than as authorised by the Board of Directors.

6. COMMITTEE MEETINGS

Meetings shall be conducted on a formal basis and be effectively minuted by the Secretary as to proceedings and decisions. A meeting agenda must be prepared and distributed to all members of the Committee at least five (5) working days prior to a meeting, unless otherwise approved by the Committee. Draft minutes of meetings must be prepared and provided to the Committee chairperson for prior approval as soon as possible after the conclusion of the meeting. Once approval has been received, the minutes of the meeting must be promptly distributed to Committee members and must be confirmed as an accurate record of the meeting at the next subsequent meeting of the Committee.

In the setting of the Committee agenda there will be an emphasis on the most significant risks and threats to delivery of major infrastructure projects and POTL, and the ongoing evaluation of what is being done to mitigate such risks.

Meetings of the Committee should be held at least three (3) times each year. Meetings may be held via teleconference or videoconference, if required. In addition, the Committee chairperson may call such additional meetings as may be necessary to address any urgent matters referred to the Committee by the Chief Executive Officer or in respect of matters that the Committee wishes to pursue.

© Port of Townsville	Document Type	Policy	Document No.	POT 637
Only electronic copy on server is controlled. To ensure paper copy is current, check revision number against entry in Qudos - Master Document List			Revision	6
			Date	24/10/2017
			Page	2 of 4

A quorum for a Committee meeting is half the number of members appointed (including the ex officio members) provided that at least one of the members present is a Director of the Board, and if that number is not a whole number, the next highest whole number.

Only those members appointed by the Board of Directors may vote on matters before the Committee. As far as practicable, decisions of the Committee shall be regarded as its collective decision or advice. However, where there is material dissension to a decision, a minority view may be placed before the Board of Directors.

Other Attendees at Committee Meetings

The Chief Executive Officer is to attend all meetings. General Managers shall have a standing invitation to attend all Committee meetings. The Committee chairperson may request any employee to attend a meeting and such person(s) must attend.

The Committee may determine from time to time, that it is appropriate to conduct meetings privately with Senior Management, including the Chief Executive Officer. The reasons for such meetings will be forwarded to the relevant executives with the invitation to attend the meeting. The Committee may at its absolute discretion, decide to exclude some or all non-committee members from such a meeting.

7. ACCESS TO INFORMATION

The Committee shall have the freedom to conduct or authorise investigations into any matter within its objectives or as requested by the Board of Directors. The Committee shall be entitled to have access to all relevant information held by POTL. It is also authorised to discuss with any employee any matter that is the subject of an investigation.

The Committee shall be empowered to retain independent legal advice, advisers or other professionals to assist in its investigations / deliberations, with the costs borne by POTL.

8. COMMITTEE REPORTING

The minutes of all Committee meetings and a report detailing the Committee’s actions and recommendations must be tabled at the Board meeting following each Committee meeting, unless the Board meets within five (5) days of the Committee meeting in which case they are to be tabled at the next Board meeting thereafter.

The Committee Chairperson shall:-

- report the actions and recommendations of the Committee to the Board of Directors at the Board meeting following each Committee meeting;
- regularly update the Board of Directors about Committee activities and actions and make appropriate recommendations;
- ensure the Board of Directors is made aware of any matters which may impact on POTL or its Directors as soon as practicable; and
- submit a summary of the role and achievements of the Committee for inclusion in the Annual Report of POTL together with a statement that the Committee has observed the terms of its charter.

9. COMMITTEE REVIEW

The Committee Chairperson shall annually assess the performance of the Committee and take appropriate action in respect of areas where there is a perceived need for enhancement of its role, operational processes or membership.

A key outcome of the evaluation process should be for the Committee to set a series of goals to guide their activity over the coming year, as well as a review and update of the Committee Charter.

10. CO-OPERATION WITH COMMITTEE

Each employee must provide full, frank and meaningful advice on any issue raised by the Committee within a reasonable time of receiving such a request and shall co-operate fully with the activities of the Committee in all other respects. The annual report of the Committee will include a statement as to the extent of co-operation provided to the Committee during the year.

© Port of Townsville	Document Type	Policy	Document No.	POT 637
Only electronic copy on server is controlled. To ensure paper copy is current, check revision number against entry in Qudos - Master Document List			Revision	6
			Date	24/10/2017
			Page	3 of 4

11. ANNUAL CALENDAR

MEETING DATE	MATTERS FOR CONSIDERATION
All Meetings	Status report on all major projects including but not limited to:- <ul style="list-style-type: none"> • Port Expansion Project • Port of Townsville Master Plan • Berth 4 Upgrade • Townsville City-Port Precinct and Priority Development Area
Annually	<ul style="list-style-type: none"> • Review Contracting Procedures and Project Delivery Structures • Review Committee Charter Annual Calendar

© Port of Townsville	Document Type	Policy	Document No.	POT 637
Only electronic copy on server is controlled. To ensure paper copy is current, check revision number against entry in Qudos - Master Document List			Revision	6
			Date	24/10/2017
			Page	4 of 4