

# HYDRO-ELECTRIC CORPORATION

## Corporate Governance Committee Terms of Reference

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### 1. OBJECTIVES

To assist the Board of Directors in carrying out oversight of corporate performance and conformance in relation to Hydro Tasmania's Corporate Governance strategies, practices, guidelines and statutory obligations.

### 2. MEMBERSHIP

The Committee shall comprise a minimum of two and a maximum of three non-executive directors appointed by the Board, and the Chief Executive Officer.

The Chair of the Committee shall be the Chair of the Corporation.

### 3. DUTIES AND RESPONSIBILITIES

#### 3.1 Policy Setting

Review the Assurance Policy and the Code of Ethics and recommend improvements for approval by the Board.

Review Hydro Tasmania's policies and procedures to ensure that they give effect to its chosen corporate governance arrangements.

#### 3.2 Risk Management

Review and advise the Board in relation to the Terms of Reference of Board Committees.

Ensure that Hydro Tasmania has in place appropriate corporate governance arrangements for implementing contemporary practice corporate governance.

Assess Hydro Tasmania's performance against contemporary corporate governance practices on an on-going basis.

Review Hydro Tasmania's processes for assessing whole of Board, Board Committee and individual director performance.

Maintain and review, as necessary, Hydro Tasmania's *Statement Identifying the Guidelines for the Roles and Responsibilities within the Corporation*.

### **3.3 Monitoring**

Monitor and report to the Board as appropriate on developments in duties of Hydro Tasmania directors and in corporate governance practices generally.

Monitor the application of Hydro Tasmania's constituent legislation (the Government Business Enterprises Act and the Hydro-Electric Corporation Act) and governance Guidelines for Tasmanian Government Businesses.

Develop and review contemporary corporate governance guidelines and standards which will compare favourably with current best practice.

Sponsor continuous improvement in Board procedures and practices.

## **4. RESOURCES**

The Committee has the authority to seek any information it may reasonably require from any officer of Hydro Tasmania or its subsidiaries.

The Committee may consult independent experts at the expense of Hydro Tasmania where it considers it necessary to carry out its duties and responsibilities.

The Committee may require, at its discretion, the attendance at its meetings of the General Manager Corporate Governance and Corporation Secretary, the General Manage Strategy and Finance, General Counsel and such management representatives as necessary. The Corporation Secretary will attend all Board committee meetings.

An officer of Hydro Tasmania shall carry out Secretarial duties for the Committee and shall be responsible for, keeping minutes of meetings and drawing up agenda in consultation with the Chair of the Committee.

## **5. GENERAL**

The Committee will meet at least quarterly, with additional meetings as required.

The quorum for a Committee meeting will be two non-executive director members.

The Chair of the Committee will report significant issues arising from Committee meetings at the next meeting of the Board.

The Committee will ensure its Terms of Reference is review at least annually.

The Committee will also ensure that its performance is assessed on an annual basis. This may take the form of a self-assessment process..