



MAJOR PROJECTS COMMITTEE CHARTER

1. Primary Objective

The Major Projects Committee (the Committee) is a sub-committee of the Board of Directors of Port of Townsville Limited (the Corporation).

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 Port of Townsville Limited 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 the Corporation.

2. Duties and Responsibilities

The Committee's core duties are to:-

- 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 of \$2 million per occurrence; and
- Monitor and evaluate the risk management systems in place to protect the Corporation 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.

The Corporation's Board of Directors, senior management and employees will assist the Committee in the discharge of its duties and responsibilities by providing access to the Corporation's documents, records and physical property as may be required to undertake its role.

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.

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4. Committee Membership

The Board of Directors will appoint at least two (2) Directors to serve as members of the Committee. The Board may vary appointments to the Committee at any time and as it sees fit. The Board may approve, from time to time, the appointment to the Committee of up to two (2) members external to the Corporation who possess specialist skills, knowledge and experience in delivery of major infrastructure projects.

Collectively, the Committee shall possess:

- A thorough understanding of the core activities of the Corporation 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; 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 members must elect 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 its 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 the Corporation.

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 the Corporation.

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

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6. Committee Meetings

Meetings shall be conducted on a formal basis and be effectively minuted by the Secretary as to proceedings and decisions. 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. Minutes of meetings must be prepared and distributed to Committee members as soon as possible after the conclusion of the meeting 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 the Corporation and the ongoing evaluation of what is being done to mitigate such risks.

Meetings of the Committee should be held at least once each month. 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 in relation to his reserve powers under the Alliance Delivery Contract or in respect of matters that the Committee wishes to pursue.

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. The General Manager Major Projects 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. 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 be entitled to have access to all relevant information held by the Corporation.

Each employee must provide full, frank and meaningful advice on any matter requested 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 respects.

When advice is required in relation to a matter considered by the Committee to be sufficiently material to warrant the services of a specialist consultant external to the Corporation to assist in its deliberations, the Committee may request the Chief Executive Officer to obtain such expert assistance.

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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 chair of the Committee 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 the Corporation or its Directors as soon as practicable;
- Report to the Board of Directors at least annually on the performance and achievements of the Committee for the previous period; and
- Submit a summary of the role and achievements of the Committee for inclusion in the Annual Report of the Corporation together with a statement that the Committee has observed the terms of its charter.

9. Committee Review

Annually the chairperson of the Committee shall 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.

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