

Australian Water Partnership (AWP)

Committee Charter – Final Draft ⁱ

Preamble

The Australian Water Partnership (AWP) Committee Charter sets out the membership, responsibilities, authorities and operations of the AWP Committee of eWater Limited (EWL), and under the terms and conditions of the AWP Grant Agreement between EWL and the Department of Foreign Affairs and Trade (DFAT), as executed 8 May 2015.

Accountability & Delegations

The AWP Committee is established by the Governing Board of eWater Limited as a Board Committee according to the provisions of the EWL company constitution, and the Committee operates at the EWL board's sole discretion.

The AWP Committee is accountable to the EWL Board, via the Chair of the AWP Committee, for the efficient and effective performance of its responsibilities, and it must expedite the implementation of any directions provided to the Committee from time to time by the EWL board.

The Members of the AWP Committee are appointed by the EWL board, in consultation with DFAT.

Committee Members are required to act in good faith to ensure the successful implementation and delivery of the AWP, consistent with the objectives and requirements of AWP Grant Agreement.

In exercising its responsibilities the Committee will note and uphold the operational authorities delegated directly to the AWP Chief Executive by the EWL board.

The EWL board may, from time to time, delegate authorities to the AWP Committee that will allow it to approve operational matters pertaining to the AWP Grant Agreement on behalf of the board.

As a risk mitigation strategy during establishment and initial operations, the EWL board will retain its full legal and contractual authorities over AWP during FY2015-2016, and will consider the formal delegation of certain authorities and powers to the AWP Committee for FY 2016-2017 and beyond.

Responsibilities of the AWP Committee

To ensure successful implementation and delivery of the AWP Grant Agreement, the AWP Committee will:

1. Provide strategy guidance and operational oversight to the AWP Executive in the successful implementation of the AWP agreement, and the objectives, deliverables and contractual requirements set out therein;

2. Ensure the full spectrum of Australia water industry expertise and capability, in both the public and private sectors, is taken into account in the implementation of AWP;
3. Ensure that AWP Executive undertakes regular consultations with key international organisations and countries in the Indo-Pacific region to identify appropriate partnership activities and opportunities, and with the Australian water industry in order to maximise the contribution of AWP partners to achieving AWP program objectives;
4. Foster positive national and international communications regarding the progress and outcomes of the AWP;
5. Oversee and review development by the AWP Executive of the guiding operational documents including the Annual Plan and Budget, Monitoring & Evaluation Plan, Collaboration & Partnerships Strategy, Communications and Knowledge Sharing Strategy and the Operations Manual, and make recommendations to the eWater Board on their approval;
6. Review the progress of AWP on the basis of six-monthly and annual reports prepared by AWP Executive and make recommendations to the eWater Board on their approval;
7. Ensure that processes to monitor and mitigate potential risks to the AWP's success are implemented by the AWP Executive, and that the risks and opportunities are regularly referred to the EWL board;
8. Ensure that AWP's operating and management reporting procedures, and systems of internal control, are of a sufficiently high standard to provide timely, accurate and relevant information as a sound basis for management of the AWP business and its strategic oversight by the EWL Board.

Structure and Composition of the AWP Committee

Membership

The AWP Committee will consist of up to nine members: one Director of EWL; one nominee of the Australian Department of Foreign Affairs and Trade appointed in consultation with eWater; and up to seven independent members. Neither of the EWL nominee members of the Steering Committee will be the AWP CEO.

Independent membership (ie. independent of EWL and DFAT) will be offered to individuals based on relevant skills and experience and on the basis that they broadly represent the national and international water and development communities, not their own individual organisations or members.

No alternates or substitutes will be allowed for independent committee members.

Skills and Expertise

Collectively, the AWP Committee will have the following skills, expertise and experiences that are needed to provide the requisite operational guidance and governance for the AWP.

- Knowledge and experience of the Australian Aid Program, and of capacity development and/or economic diplomacy in countries of the Indo-Pacific region

- Knowledge and experience of Australian urban and rural water reform policies and management practices
- Knowledge and experience in the Australian water industry private sector, and of trade and economic development in countries of the Indo-Pacific region
- High-level knowledge and experience of water- and development-related education and applied research in Australia and in the Indo-Pacific region
- Knowledge and experience in the provision of development assistance by non-government organisations, and of local stakeholder engagement to support such activities

Gender equality will be a key consideration in determining AWP Committee composition, as will sectoral and geographic (within Australia) coverage.

Appointment

A public nomination process will be implemented by EWL for the independent positions on the AWP Steering Committee. Nominations will be from interested individuals not from sponsoring organisations (i.e. self-nominations), against the skills and expertise criteria listed above.

The EWL Board shall select and appoint Independent Committee members from these nominees, in consultation with DFAT. Initial appointment will be for a one year period. EWL board will review the composition and appointment of the AWP Committee at the end of the first year of AWP operations (in August 2015).

The EWL board reserves the authority to appoint additional members (beyond nine), or to replace or remove Committee members, at its discretion.

Remuneration & Expenses

Independent Committee members may be entitled to a sitting fee if they are self-employed ('sole traders') or employed by a small-to-medium sized public or private business. Employees of Australian or State government departments and organisations will not be eligible for a sitting fee.

Sitting fees will be determined and agreed by the board of EWL, with reference to sitting fees paid to members of similar program/grant committees.

Upon request, approved travel, accommodation, meal and incidental expenses for attendance at meetings will be reimbursed to all Committee Members by EWL, paid from AWP grant funds.

Chair

The Chair of the AWP Committee:

- is appointed by and from the EWL Board
- must not be the Chair of the EWL Board of Directors

Should the EWL Chair of the Committee be absent from a meeting, the DFAT member will chair the meeting. A meeting of the AWP Committee cannot proceed without one of the EWL or DFAT members present as Chair.

AWP Committee Procedures

Committee support

A Secretary to support the Committee will be provided by EWL, working under the direction of the Chair and AWP CEO. The Committee Secretary will prepare and keep all Committee records, including the agenda, minutes and meeting papers or recommendations.

Working with the AWP CEO and Chair, the Committee Secretary will organise the venue for the meeting, producing the notice of meeting, agenda and papers, as well as taking and circulating the minutes of the meeting.

The Committee Chair will set the meeting agenda in consultation with the Chief Executive, and will identify on the agenda items which are for discussion and formal endorsement by the Committee, and items which are for information and noting only.

Frequency and Notice for Meetings

The Committee will meet up to four times in the first year of AWP operations (2015-16), to ensure an effective start-up, and at least twice per year after that. Timing of meetings will be linked to key milestone dates for the AWP.

Notification of meeting dates/times will be provided to members via an agreed meeting schedule. The Agenda and Meeting papers will be provided electronically (PDF) to members at least five (5) working days before each scheduled meeting. Committee meetings are permitted to be held other than in person, by any technological means as appropriate and as approved by the Chair.

Attendees

Independent experts and specialists may be invited to attend and speak to particular agenda papers at a Committee meeting, as required and approved by the Chair.

Any Director of the eWater Ltd Board may attend and speak at a Committee meeting where they have important relevant information or recommendations to provide to the Committee.

Quorum for meetings

The quorum for a committee meeting is five members, one of whom must be the Chair. The Chair may at her/his discretion agree to members attending, on occasions, by electronic means although attendance in person will be strongly preferred.

In the Inception Period (first 3 months) before the full AWP Committee is appointed and convened, the AWP Committee may operate with the EWL and DFAT members only.

Drafted by EWL Directors: 21/06/15	Kaye Schofield, Gary Jones
Approved by eWater Board: TBC	To be approved by resolution 29 July 15

ⁱ To be reviewed and approved by eWater Limited Board, 29 July.