



Digital Enablement Committee Charter

January 2024



Document ID: 19145116
Release 2, 13/06/2024

Digital Enablement Committee Charter

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Digital Enablement Committee Charter

1. PURPOSE

The Digital Projects Committee (**Committee**) is a committee of the Board of Energy Queensland Limited (**EQL**) and the entities it controls (**the Group**).

The Charter outlines the role and responsibilities of the Committee as well as the composition and meeting requirements of the Committee.

The ongoing role and need for the Committee will be assessed annually.

2. ROLE AND RESPONSIBILITIES OF THE COMMITTEE

The Committee assists the Board in fulfilling its oversight responsibility of digital, cyber and emerging technology matters for the Group as set out below.

The role of the Committee is to review and make recommendations to the Board as appropriate regarding the following:

- Provide strategic direction over the EQL Digital Strategy development and monitor its execution.
- Oversee the internal governance over digital and technology projects and operations, including reviewing and recommending for Board approval of key policy documents.
- Monitor the identification, assessment and management of key digital and technology risks is undertaken by the business and provide a forum for “deep dives” on these risks.
- Consider strategic digital and cyber investment proposals as referred by the Regulatory and Investment Committee.
- Monitor the program of work for key digital and technology projects.
- Enable the exploration of contemporary and emerging technologies (including ICT, operational technology (OT), internet of things (IOT) and Artificial intelligence (AI)) from an innovation perspective.
- Sets the “tone from the top” in support of a business culture that embraces new technologies and innovation.
- Ensure that the Group keeps abreast of national and global regulatory landscape in relation to digital and cyber matters.

The Audit and Risk Committee shall retain oversight over the independent assurance over digital projects, including the recommendation for approval of the assurance plan for digital projects, the appointment of the assurance partners, and consideration of reports provided by the assurance partners. The Audit and Risk Committee will refer audit reports relating to digital and cyber matters to the Committee for review and oversight of actions arising from recommendations.

The Audit and Risk Committee also retains oversight over the EQL Risk Management Framework and enterprise risk reporting and will refer digital and cyber risk matters to the Committee for consideration.

The Committee discharges the above responsibilities and the above role in relation to the Group. The Committee acts as a forum to discuss issues on behalf of the Board and to maximise members’ contributions to Board deliberations.

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Subject to section 6 (Engagement of Consultants), the Board has not delegated any decision-making authority to the Committee in its own right.

The Committee may examine any matter in relation to its objectives, within the overall approach approved by the Board and consider any other matter or carry out tasks as directed by the Board.

3. MEMBERSHIP OF THE COMMITTEE

Members of the Committee are appointed by the Board. Membership of the Committee will consist of a minimum of two Directors to be appointed from time to time by the Board.

The members of the Committee are responsible for ensuring the efficient and effective operation of the Committee and taking the appropriate steps to ensure that they have the requisite knowledge and training to undertake their role.

4. CHAIR

The Committee Chair is appointed by the Board and shall not be the Chair of the Board.

If the Chair is absent from any meeting of the Committee, the members of the Committee present at that meeting will appoint a Chair for that meeting (who may be the Chair of the Board).

5. COMMITTEE MEETINGS

5.1 Circulation of agendas and Committee papers

The Company Secretary, in conjunction with the Chair, will be responsible for drawing up and circulating the agenda (supported by explanatory documents) to the Committee in advance of each meeting.

Committee papers are expected to be provided seven days in advance of meetings.

5.2 Attendance

Committee members may not substitute a representative to attend on their behalf.

The Chief Executive Officer may attend Committee meetings at the standing invitation of the Committee to provide advice, information and recommendations to the Committee as required.

The Committee Chair may request Group officers, or external parties to attend a meeting of the Committee.

Any Director may attend as a visitor at Committee meetings from time to time.

5.3 Quorum

The quorum for a meeting of the Committee will be a minimum of two Committee members.

5.4 Conflicts of Interest

In accordance with the Board's Conflict of Interest Policy, Committee members must disclose any business or other relationship that, in the reasonable opinion of the Board or Committee, would materially interfere with the exercise of his or her independent judgement as a member of the Committee.

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The Committee member must disclose any actual, potential or perceived conflict of interest arising at a Committee meeting or may provide a standing declaration of interests to the Committee. The Company Secretary must note all declarations of interest in the Committee meeting minutes.

Where a member is deemed to have a real or perceived conflict of interest, they will absent themselves from the meeting while that matter is discussed.

5.5 Minutes

The Company Secretary will be responsible for recording and keeping the minutes of meetings of the Committee and circulating them to the Committee members, the Board members and the CEO as appropriate.

5.6 Frequency of meetings

The Committee will hold at least four meetings each year and such additional meetings as determined by the Committee to fulfil its duties. In addition, the Company Secretary (in consultation with the Committee Chair) is required to call a meeting of the Committee if requested to do so by at least two Committee members.

5.7 Access to management and information

The Committee will have access to senior management and all documents, reports and records in pursuit of its objectives. Committee members should direct all access related enquiries to the Company Secretary.

6. ENGAGEMENT OF CONSULTANTS

The Committee has the power to engage independent external consultants as necessary for meeting its obligations in relation to its role, subject to Board approval.

7. REPORTING TO THE BOARD

The Committee reports to the Board. The Committee Chair will provide a report to the Board following each meeting to advise the Board about Committee activities, including its findings and recommendations.

8. OTHER COMMITTEES

The Committee will interact cooperatively with the other committees established by the Board where required to provide effective oversight recommendations to the Board, according to the Roles set out in each committee's Charter.

9. ASSESSING COMMITTEE PERFORMANCE

The Committee will complete a self-assessment process in accordance with the approach approved by the Board.

10. REVISION OF CHARTER

The Committee will review this Charter at least annually to ensure its relevance and effectiveness of the Committee and make recommendations for any amendments to the Board for approval.

Digital Enablement Committee Charter

This Charter will be made available on EQL's website.

This Charter was approved by the EQL Board on 27 March 2024.