



# Regulatory and Investment Committee Charter

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# Regulatory and Investment Committee Charter

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## 1. PURPOSE

The Regulatory and Investment Committee (**Committee**) is a committee of the Board of Energy Queensland Limited Board (**EQL**).

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

## 2. ROLE AND RESPONSIBILITIES OF THE COMMITTEE

The Committee assists the Board in fulfilling its oversight responsibility of investment and regulatory matters for the Group as set out below.

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

### 2.1 Regulatory and Policy

- (a) Oversight of significant energy regulatory issues and related corporate projects, in particular the regulatory determination programs.
- (b) Endorsement of the governance framework for the regulatory determination programs.
- (c) Input to significant policy debates associated with the energy regulatory regime, that are key to EQL's interests.
- (d) Input and endorsement of important strategies and submissions required under the energy regulatory regime that commit EQL at a strategic level, such as the Tariff Structure Statement.

### 2.2 Investment Management

- (a) Endorse for Board approval the annual baseline investment and expenditure plans for each portfolio (ie Networks, Retail and Yurika), including assessment of alignment with the Group's strategic objectives. Examples include the annual grid investment plan for the Network businesses.
- (b) Consider proposals for the initiation, planning and delivery of significant capital and operating expenditure projects and programs as required by the Investment Management Framework and recommend to the Board for approval.
- (c) Note the reprioritisation of investments within and across portfolios to align with strategic and operating objectives.
- (d) Review performance reporting on the efficiency and effectiveness of significant in-flight investments, including mitigation of relevant delivery risks and benefits planned and realised.
- (e) Review, assess and endorse the frameworks and key policies with respect to investment management, including, for example the investment parameters for Yurika bids or setting the commercial unregulated WACC.

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- (f) Periodically review and consider reports on key learnings from Management following post-implementation reviews.
- (g) Periodically review and consider reports on the developments in capacity, capability and maturity in managing investments.

The Committee discharges the above responsibilities and the above role in relation to EQL and the entities it controls (the **Group**). The Committee acts as a forum to discuss issues on behalf of the Board and to maximise members' contributions to Board deliberations.

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 framework 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. CHAIRMAN

The Committee Chairman is appointed by the Board.

If the Chairman is absent from any meeting of the Committee, the members of the Committee present at that meeting will appoint a Chairman for that meeting.

### 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.

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### 5.3 Quorum

The quorum for a meeting of the Committee will be 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.

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 two 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 Chair) is required to call a meeting of the Committee if requested to do so by not less than 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 Chairman will provide report to the Board following each meeting to advise the Board about Committee activities, including its findings and recommendations.

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### **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 framework approved by the Board.

### **10. REVISION OF CHARTER**

The Committee should review the adequacy of this Charter at least on an annual basis.

If the Committee determines that changes to this Charter are deemed necessary, these recommendations will be submitted to the Board for approval.

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

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