



**Stormwater Quality Improvement Device  
Evaluation Protocol (SQIDEP)**

Governance Panel Charter

## Stormwater Australia Governance Panel Charter

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## 1. Purpose

This charter sets out the role, responsibilities, structure and processes of the Governance Panel of the Stormwater Quality Improvement Device Evaluation Process (SQIDEP) and which responsibilities are delegated to Governance Panel Members or to management, as well as the membership and operation of the panel.

## 2. Responsibilities

The purpose and function, and major aims and activities of Stormwater Australia (SWA) are set out in Paragraph 3 of the Constitution of the company.

The Governance Panel is responsible for:

- Independent oversight of the SQIDEP Independent Evaluation Panel (IEP);
- Independent oversight of the Technical Review Panel (TRP);
- Independent oversight of SQIDEP Budget/Fees and Business Plan; and
- Dispute resolution between Claimants/Auditors/Review Panel members, if required.

The Governance Panel shall communicate with the IEP and TRP, but reports to the SWA Board.

Multiple IEPs will be stood up to independently assess submissions under the SQIDEP process. Inevitably, given the inherent environmental variability, there are likely to be differences of opinion, interpretation, relevance, and significance to the Submitted Claims between the IEP members. Where these are significant and intransigent, the Governance Panel will be requested to act as mediator for the IEP members.

A TRP will be stood up on an annual/biennial basis to evaluate potential improvements to the SQIDEP protocol and process. This panel may consist of up to 20 members with various competing recommendations. The Governance Panel may be requested to mediate for the TRP to ensure clear and consistent recommendations to the SWA Board for improvements to SQIDEP.

Recommendations from the IEP may challenge Claims made by submissions in accordance with the SQIDEP process. Where the Submitter disputes the recommendations from the IEP verification process, they may elect to enter a Dispute Resolution process. The Governance Panel, or a representative thereof, may be requested to act as mediator in this process.

### 3. Composition, Size and Structure of the Panel

**Composition:** The Governance Panel will consist of members with experience in dispute resolution, corporate governance, business planning and/or the stormwater industry.

**Size:** The Governance Panel will consist of between 3 and 5 members.

**Structure:** The Governance Panel members must be a mix of at least 4 members (a maximum of 2 from the stormwater industry and a minimum of 2 external to Stormwater Australia) and 1 Stormwater Australia Director/Secretary.

**Appointment:** The Governance Panel members will be invited by the Stormwater Australia Board.

### 4. Tenure

The Governance Panel members will be appointed to maximum terms of 3 years.

Meetings shall be called at least once annually, or as required for Dispute Resolution.

### 5. Governance Panel Member Benefits

Governance Panel Members will be offered an honorarium of \$1,000AUD per day, with an estimate of 5 days per annum.

### 6. Appointment and Responsibilities of Chair

The Governance Panel shall elect a Chair from its members.

The Chair shall ensure that the Governance Panel is considering the right matters, considering them thoroughly, coming to clear conclusions and communicating clearly with the IEP, TRP and SWA Board.

The Chair must attempt to recognise when a consensus is emerging, to articulate it and to ensure that decisions are clear.

### 7. Secretary/Minute recording

Minutes and Decisions of the Governance Panel will be recorded.

A Panel member shall be elected to record Minutes of each Panel Meeting.

## 8. Ethical Standards and Legal Duties

Each Governance Panel member shall abide by the terms of the Stormwater Australia's Code of Conduct and are expected to uphold the ethical standards and behaviour described in the Code.

The Governance Panel will operate in a manner reflecting the obligations, values and agreed behaviours of Stormwater Australia, the Constitution, the Corporations Act and all other applicable laws and regulations

## 9. Conflicts of interest

Each Governance Panel member has a duty not to place themselves in a position which gives rise to, or is perceived to give rise to, a real or substantial possibility of conflict, whether it be a conflict of interest or conflict of duties. In accordance with the Stormwater Australia's Conflicts of Interest Policy, each member is required to ensure that the Stormwater Australia Board is notified (whether by formal standing notice or notification to the Company Secretary or Board immediately on becoming aware) of any such conflicts of interest; and

If any matter is or likely to be brought before the Panel which could give rise to such a material conflict of interest, then the panel member:

- (a) shall disclose this to the Panel and SWA Board;
- (b) shall continue to receive Panel papers or other information which relates to the matter which is the subject of the conflict of interest, unless the member requests, that he or she shall not receive any or all of those documents;
- (c) may choose to withdraw from any part of a Panel or Panel meeting for the duration of any discussion; and
- (d) may choose to not vote on the matter.

Where a Governance Panel member declares a material conflict of interest, or potential material conflict, it shall be recorded in a register maintained by the Chair.

Where a Conflict of Interest is recorded by the Chair and notification is provided to the SWA Board, should the Board decide the Conflict of Interest is significant enough, the Board may decide to preclude that member from further participation in the Governance Panel either temporarily or permanently to satisfy any Conflict of Interest is no longer in breach of the Stormwater Australia's Code.

## 10. Confidentiality

Confidentiality will be in accordance with standard Stormwater Australia confidentiality agreements.

## 11. Review and Access

The Board will every three years review the Charter to ensure that it meets best practice standards and meets the needs of the Company and the Board.

The Charter is available on Stormwater Australia's website and/ or copy will be made available on request.

Authorisation & Review			
<u>Version</u>	<u>Approved by</u>	<u>Date Approved</u>	<u>Next Review</u>
I	Board	June 2019	June 2022