



GOULBURN-MURRAY WATER

WATER SERVICES COMMITTEE CHARTER

1. ESTABLISHMENT

Pursuant to section 122C of the *Water Act* 1989, Goulburn-Murray Water (G-MW) may establish one or more Operational Water Services Committees (the "Committee") and may, by resolution, make rules with which the Committee must comply. Words defined in the Code of Conduct for Customer Committees also apply to this Charter.

2. STRUCTURE

The Committee shall consist of up to nine members appointed by G-MW from those people elected in accordance with clause 5.

Committee members are to be drawn only from within the relevant designated operational area of a Committee. For efficient running of Water Services Committees, exceptions to this composition can be granted by G-MW, provided a rationale is presented.

3 FUNCTIONS

3.1 The functions of the Committee are to advise and assist G-MW

- a) in the preparation and monitoring by Goulburn-Murray Water of a Customer Service Charter
- b) in Goulburn-Murray Water's decisions regarding service level and price trade-offs and local operational matters
- c) in the monitoring and implementation by Goulburn-Murray Water of its costs and services, and its identification of potential system, service and delivery improvements and efficiencies
- d) in the development by Goulburn-Murray Water of its asset management plans, maintenance and capital programs
- e) in the development and implementation by Goulburn-Murray Water of water resource management plans (which would include the management and use of surface water and groundwater)
- f) in the preparation by Goulburn-Murray Water of an annual area plan; annual budget estimates; asset management plans and responses to Government on various policy issues, and

- g) in the development by Goulburn-Murray Water of its policies, procedures, tariff structures and billing arrangements.

While the advice and assistance of Water Services Committees is highly valued, ultimately, the authority for decision making lies with the Board of Goulburn-Murray Water.

- 3.2 The Committee shall also assist Goulburn-Murray Water in its dealings with its customers by -
 - a) relaying Goulburn-Murray Water decisions and information provided for general release
 - b) supporting Goulburn-Murray Water in resolution of customer disputes
 - c) providing input to the development of communication strategies that meet Goulburn-Murray Water customers needs, and
 - d) maintaining the confidentiality of Goulburn-Murray Water confidential information.

4 IDENTIFYING CANDIDATES FOR APPOINTMENT

- 4.1 Goulburn-Murray Water shall, on an annual basis in May, call for the nomination of candidates for vacancies in the elected membership of the Committee, by advertisement in local newspapers.
- 4.2 Where the number of nominations received exceeds the number of vacancies to be filled, there will be an election conducted by Goulburn-Murray Water by postal ballot to determine which candidate/s will be eligible for appointment as a member. Voting is non-compulsory and is on *first past the post* basis and shall be conducted in the manner determined from time to time by G-MW and published in advance of each election.
- 4.3 Upon filling the elected membership of the Committee, the Committee in conjunction with Goulburn-Murray Water will consider skills gaps in the elected membership (which will be identified by assessing the elected member's skills and the likely needs of each Committee) and will identify potential members who have the desired skills to become appointed members of the Committee.
- 4.4 G-MW shall approach those identified as potential appointed members to ascertain availability and shall appoint up to three such individuals to the Committee, depending on the number of vacancies in the appointed membership at the time.
- 4.5 The terms of appointment and eligibility for all Committee members shall follow the guidelines set forth in paragraphs 5 and 7.

5 ELIGIBILITY CRITERIA

- 5.1 To be eligible for appointment to the Committee, a person –
 - (a) must not –
 - i) be an undischarged bankrupt; or
 - ii) be insane; or

- iii) have been found guilty of an offence under the *Water Act 1989*; or
 - iv) have been convicted of any indictable offence within the last 5 years; or
 - v) be more than 12 months in arrears in the payment of water charges to Goulburn-Murray Water (without having made an arrangement to pay the arrears which is acceptable to Goulburn-Murray Water); and
- (b) must have –
- i) signed a declaration that, upon appointment, the Committee member will comply with:
 - the Charter of the Customer Committee; and
 - the Code of Conduct, and
 - ii) completed and lodged with the Corporate Secretary the attached Declaration of a Customer Committee Member
 - iii) completed and lodged with the Corporate Secretary the attached Declaration of Interests Form.

5.2 To be eligible for nomination and appointment as an elected member of the Committee, the member must be a G-MW customer or, if not a customer, a resident in the relevant designated operational area of a Committee.

5.3 Nominations for elected members of the Committee shall be proposed and seconded by a customer of Goulburn-Murray Water in the relevant designated operational area and recorded on a nomination form provided.

5.4 To remain a Committee Member, the Committee member must, while that person is a Committee member and exercising the role of a member:

- a) continue to comply with Eligibility Criteria, and
- b) have completed and lodged with the Corporate Secretary the attached Declaration of a Customer Committee Member and comply with the Code of Conduct and the requirements of the Committee Charter; and
- c) attend at least 75% of Committee meetings in any 12 month period.

6 ELIGIBLE VOTERS

- a) A customer of Goulburn-Murray Water who does not possess a delivery share may within the relevant designated operational area of a Committee cast one vote in an election referred to in sub-clause 4.2, and
- b) A customer of Goulburn-Murray Water who possesses one or more delivery shares within the relevant designated operational area of a Committee may, cast one vote per delivery share or part thereof in an election referred to in sub-clause 4.2.

7 TERMS OF APPOINTMENT

- 7.1 A member is appointed, following an election or appointment process, by the Goulburn-Murray Water Board:
- (a) for a period of three years; and
 - (b) on the terms and conditions set out in the member's letter of appointment.
- 7.2 Each Committee member is appointed for a term of three years and is eligible for appointment to two further terms of three years.
- 7.3 After serving three consecutive terms, a member is only eligible for reappointment to the Committee after standing down for a period of 12 months.

8 ALLOWANCES

- 8.1 G-MW will pay each member –
- a) a session fee, according to rates set in accordance with section 122C(5) of the Water Act 1989; and
 - b) a travelling allowance, for attending a meeting of the Committee; and
 - c) meeting preparation allowance for studying papers and preparing reports required by the Committee; and
 - d) reimbursement of out of pocket expenses for performing their duties with prior approval of the Operational Manager
- 8.2 Session fees, meeting preparation allowances and travelling expenses will be paid to Committee members when attending Committee meetings and undertaking official committee member duties.
- 8.3 Payment of session fees, meeting preparation allowances and travelling expenses shall be paid in accordance with the remuneration of part time non-executive Directors of State Government Boards and members of Statutory Bodies and Advisory Committees and other approvals by DSE.
- 8.4 A half day session fee will be paid for under 4 hours time commitment including travel.
- A full day session fee will be paid for over 4 hours time commitment including travel.
- 8.5 No session fee or travelling expenses are payable where the committee member is already in receipt of remuneration for that period from another organisation and is on the committee as a result of being a member of that other organisation.

9 RESIGNATION

A member may resign his or her office by notice in writing to the Corporate Secretary of Goulburn-Murray Water.

10 FILLING OF VACANCIES

If the office of a member falls vacant other than by a member reaching the end of their term, the Board may appoint a person eligible for appointment to act in place of the member for the remainder of that member's term of office.

11 VALIDITY OF PROCEEDINGS

An act or decision of the Committee is not invalid only because there is a defect or irregularity in the election of a candidate or appointment of a member.

12 CHAIR AND DEPUTY CHAIR

- 12.1 a) The Committee shall, at its meeting following receipt of notification of the outcome of the election process, nominate to the G-MW Managing Director no less than two and no more than three members to be their preferred candidates for Chair of the Committee.
- b) From those nominated, the G-MW Board will appoint a Chair for a one year term with the appointee being eligible for re-appointment in subsequent years if eligible and if nominated by the committee.
- c) Appointment of a member as Chair does not extend a term of office of the appointee on the Committee.
- d) The criteria for appointment will include an understanding of the Charter (and in particular paragraph 3 'Functions') and the Code of Conduct, the ability to run meetings and follow an agenda, and the ability to prepare and oversee (in conjunction with the Area Manager) the preparation of the Annual Business Plan.
- e) The Board may determine the method of assessment of individuals nominated for the position of Committee Chair.
- 12.2 Following appointment of the Chair the Committee may select another of its members to be Deputy Chair.
- 12.3 The Committee Chair is responsible for:
- a) acting as principle spokesperson for the Committee
- b) developing meeting agendas in conjunction the Operational Manager
- c) ensuring the business conducted by the Committee is within its functions described in paragraph 3
- d) chairing Committee meetings
- e) all correspondence on behalf of the committee
- f) leading the development of the Committee's annual plan
- g) facilitating an annual performance review of the Committee
- h) sitting on the Water Services Committee Leadership Forum and attending 75% or more of the Leadership Committee meetings annually;
- i) participating in the appointment of the relevant Operations Manager.
- 12.4 The Chair and the Deputy Chair -
- a) shall hold office for one year or until a new appointment of a Chair and Deputy Chair, as the case requires, is made.
- b) will cease to hold office if he or she ceases to be a member of the Committee.
- c) may resign their roles by notice in writing delivered to the Corporate Secretary of G-MW.

- 12.5 If at any meeting of the Committee the Chair is not present at the time appointed time for holding the meeting, the Deputy Chair (or, in the absence of the Deputy Chair, a member appointed by the member's present) must preside at the meeting.

13 DECLARATION OF INTERESTS

- 13.1 On an annual basis each July, members are required to complete a declaration of interests in the format contained in Appendix B, and declare any actual or potential conflict of interest and any involvement in other related community, government and business interests. This information will be placed in a register maintained by the Corporate Secretary of G-MW.
- 13.2 The declarations will remain confidential to the Board Chairman, the Corporate Secretary, and the Operations Manager.
- 13.3 A declaration of interest form may be used in the interview process for the selection of the Committee Chair and may be used by the Operations Manager to assist in ensuring proper governance and avoidance of conflicts of interest.
- 13.4 Following completion of the term of appointment to the Committee the individual information held will be destroyed by the Corporate Secretary.
- 13.5 Conflicts of interest shall be dealt with in accordance with the procedures contained in Appendix A.

14 MEETING PROCEDURES

- 14.1 A quorum comprises the majority of members (the Chair is counted as a member).
- 14.2 The Committee is encouraged to reach consensus decisions wherever possible with a formal vote used where necessary on the basis of a simple majority. All members whether elected or appointed, including the Chair, have one vote and the Chair also has a casting vote in the event of a tie.
- 14.3 A member who is unable to attend a meeting may not appoint an alternate or a proxy to attend and / or vote in the member's place.
- 14.4 The agenda for Committee meetings is set by the Operational Manager in consultation with the Chair of the Committee.
- 14.5 Additional agenda Items can be added to the agenda for discussion only at the commencement of a meeting (before any items of business are dealt with) and only with unanimous agreement by all at the meeting and shall be available to G-MW senior management and the Board.
- 14.6 An appropriate record of proceedings of every meeting shall be kept. Minutes of meetings must be treated as confidential by members and will be retained by G-MW on the corporate electronic records management system. Draft minutes are to be provided to members a minimum of a week prior to the next meeting.
- 14.7 A summary of meetings, once approved by the Operations Manager and Committee Chair, may be made public.
- 14.8 Meetings are not open to the public unless approved by the Board. Non-members can make presentations for a particular agenda item or discussion at the invitation of the Chair and approval of the Operations Manager.

- 14.9 The frequency, location and timing of meetings are determined by the Operations Manager in consultation with the Chair and committee. The minimum notice for meetings to be provided to all members is five days.
- 14.10 Administrative support is provided by Goulburn-Murray Water staff and directed by the Operations Manager.
- 14.11 Apart from these requirements, the Committee is free to regulate its own proceedings in accordance with proper Committee procedure.

15 LIAISON WITH COMMUNITY GROUPS

To facilitate the performance of the Committee's functions described in paragraph 3 the Committee may, from time to time, nominate certain of its members to liaise with any community group (eg. tourism, recreation, environment, local Government, Catchment Management Authorities or farmer groups) and to report back to the Committee, as the need arises.

16 WORKING GROUPS

Working groups can be established to assist the Committee in connection with consideration of issues and the development of responses to matters under consideration by the Committee.

Operating procedures of a working group will be determined by the Committee.

17 ROLE OF OPERATIONAL MANAGER

Water Services Committees represent customers and stakeholder interests. As an officer of Goulburn-Murray Water, the Operational Manager will provide the formal link and primary contact between the Water Services Committee and Goulburn-Murray Water. Operational Managers are not Committee members, but will:

- (a) represent Goulburn-Murray Water's views to the Committee; and
- (b) prepare meeting agendas and arrange the taking of minutes of the Committee meeting in conjunction with the Chair; and
- (c) provide advice to the Chair where discussions and actions move beyond the functions of the Committee contained in paragraph 3 or off the specific agenda, and should raise with the Chair potential conflicts of interest; and
- (d) provide required information; and attend meetings, but not vote.

18 ROLE OF G-MW STAFF

- 18.1 Senior G-MW management staff including the Managing Director may attend committee meetings;
- a) from time to time to discuss or present information on specific issues, and
 - b) in accordance with a program of attendance developed by G-MW.

- 18.2 The role of G-MW senior management is to provide information, discussion input and also to report back to the Board on issues raised. The senior manager should also advise the Committee Chair if discussions or actions move beyond the functions of the Committee and should also raise with the Chair any potential conflicts of interest if they arise in discussions at the meeting.

19 ROLE OF DIRECTORS

- 19.1 Directors of G-MW will not normally attend WSC meetings, unless
- a) specifically invited by the Committee Chair and approved by the Chair and Managing Director of G-MW, or
 - b) their attendance is part of an approved program of Committee attendances.
- 19.2 Primary interaction with the Chair of G-MW will be via the regular WSC Leadership Forum and via internal G-MW memoranda from the Committee Chair.

20 DISMISSAL

In accordance with section 122C of the *Water Act* 1989,

- a) the G-MW Board of directors may at any time appoint or remove or suspend from office a member or members of a committee. Where the Board so removes or suspends a member or members, a letter will be provided to the member/s which sets out the reasons for the removal or suspension.
- b) A member or members of a Committee may be suspended by the Board if the Board has determined -
 - i) that a significant breach of the G-MW Water Services Committee Charter or Code of Conduct has occurred, and/or
 - ii) that the member or members by their conduct have become disruptive or uncooperative or are unable to work within the strict requirements of or the general spirit and intention of the Charter and Code of Conduct, and/or
 - iii) that the conduct of an individual has brought, or it is likely if continued will bring, either or both of the Committee or G-MW into disrepute.
- c) A Committee may be suspended or terminated by the Board if the Board has determined –
 - i) that a Committee by its conduct has become disruptive or dysfunctional and unable to work within the strict requirements of or the general spirit and intention of the Charter and Code of Conduct, and/or
 - iii) that the conduct of the Committee has brought, or it is likely if continued will bring, either or both of the Committee or G-MW into disrepute.

- d) While considering each issue on a case by case basis, the Board has agreed that a clear and intentional breach of this Charter and/or the Code of Conduct by an individual member or collectively by a Committee, would be sufficient to warrant dismissal or suspension of an individual and suspension or termination of a Committee.
- e) no such suspension or termination of a Committee shall occur before the issue is referred by the Board Chairman to the Operations Manager and to either or both of the Committee Chair or Deputy Chair.

For reasons unrelated to disciplinary actions, for example in the ongoing conduct of the business of G-MW in the manner it deems appropriate, the G-MW Board may create, amalgamate or terminate a Committee or Committees or establish special rules for and manage the conduct of, any or all of its Committees.

21 INFORMATION AND TRAINING

- (a) G-MW will provide each person nominated for membership of a Customer Committee with a copy of:
 - (i) the Code of Conduct for Water Services Committees; and
 - (ii) this Charter; and
 - (iii) the relevant Area Plan; and
 - (iv) details of relevant session fees; and
 - (v) information about the area of operation of the Customer Committee; and
 - (vi) G-MW's most recent Annual Report; and
 - (vii) G-MW's current Corporate Plan and Water Plan; and
 - (viii) G-MW's policies concerning Occupational Health and Safety, Equal Opportunity and the Environment.
- (b) G-MW will also provide each Committee member with access to induction training, within the first year of the Committee member's appointment, to assist the Committee member to understand the business and procedures of the Water Services Committee. Following their election, each new member's attendance at induction training is expected.
- (c) G-MW at its cost will, from time to time, provide further training for Committee members, which each Committee member is encouraged to undertake.

22 PUBLICATION OF PERSONAL INFORMATION

- 22.1 Members are required to provide to G-MW contact information including, names, address, phone, fax and email to facilitate effective communication, promotion of Committee activities and transfer of information.
- 22.2 In accepting an appointment as a Committee member, the members agree to allow G-MW to use names, phone numbers and photos in relevant publications, including Newsletters, Annual Report, brochures, promotional material, G-MW website and general media releases if required.

23 REVIEW OF THE CHARTER

The Board shall review this Charter every two years or otherwise as determined. The process for review shall include discussions between a nominated Board representative and the Chairs and Operating Managers of each Committee and any recommendations arising out of such a review will be considered by the Board.

Adopted by resolution of
the Goulburn-Murray Water Board
on 9 September 2009 (Board Meeting 175)

Amended Board Meeting 191 - 17 March 2011
Amended Board Meeting 204 - 11 April 2012

Appendix A

Goulburn-Murray Water

Conflict of Interest, practice and procedures in relation to Water Services Committees

1 General G-MW Policy

It is the responsibility of individual Committee members to avoid actual, potential and perceived conflicts of interest as this is fundamental to ensuring the highest levels of integrity and public trust in G-MW.

In order to comply with this general policy, Committee members of G-MW must:

- take reasonable steps to restrict the extent to which
 - a private interest
 - an interest in another business
 - a position on a corporate or community board or committeecould compromise, or be seen to compromise, their impartiality when carrying out their official duties;
- abstain from involvement in official Committee decisions and actions that could reasonably be seen to be compromised by their private or other business or community interests and affiliations;
- avoid private action in which they could be seen to have an improper advantage from inside information they might have access to because of their Committee membership;
- not use their official position or government resources for private gain;
- ensure that there can be no perception that they have received an improper benefit that may influence the performance of their official Committee business; and

2 Definitions

The following definitions are fundamental to the application of the general policy -

2.1 Conflict of Interest

Conflicts of interest in the context of Water Services Committees are conflicts between Committee duties and private interests. These can be actual, potential or perceived.

- An **actual conflict of interest** is one where there is a real conflict between an individual's public duties and responsibilities, and their private or other interests.

- A **potential conflict of interest** arises where an individual has private or other interests that could conflict with their Committee duties.
- A **perceived conflict of interest** can exist where a third party could form the view that a Committee member's private or other interest could improperly influence the performance of their duties, now or in the future.

A conflict of interest can arise from avoiding personal losses, as well as gaining personal advantage — whether financial or otherwise.

2.2 Private interests

An 'interest' in this context means anything that can have an impact on an individual or group. The term 'private interests' includes not only the Committee member's own personal, professional or business interests, but also the personal, professional or business interests of individuals or groups with whom they are closely associated. This can include relatives, friends or even rivals and enemies.

2.3 Pecuniary and non pecuniary interests

Private interests can be divided into two types: pecuniary and non-pecuniary.

- **Pecuniary interests** involve an actual, potential or perceived financial gain or loss. Money does not need to change hands for an interest to be pecuniary. People have a pecuniary interest if they (or a relative, or a close associate) own property, hold shares, have a position in a company bidding for government work, or receive benefits such as concessions, discounts, gifts or hospitality from a particular source.
- **Non-pecuniary interests** do not have a financial component. They may arise from personal, business or family relationships, or involvement in other boards or committees or groups and from sporting, social or cultural activities. They include any tendency toward favour or prejudice resulting from friendship, animosity, membership or other personal involvement with another person or group. If personal values are likely to impact on the proper performance of Committee member responsibilities, then these can also lead to a conflict of interest. Enmity as well as friendship can give rise to a conflict of interest.

2.4 Public duty

Committee members have a duty always to put the Committee interests above their private interests when carrying out their official duties. The Committee's interest can be defined as the interests of G-MW in servicing its customers.

Determining the public interest in a particular situation can be complex, even problematic, but on a practical, day-to-day level, Committee members can best fulfil their duty to put the public interest first by:

- carrying out their prescribed official Committee duties fully and effectively in accordance with the declared function of the Committee;
- carrying out their official duties in accordance with the Committee Charter and code of conduct; and
- identifying any actual, potential or perceived conflicts of interest that they have and ensuring these are managed effectively.

Managing conflict of interest risks includes situations where Committee members perform more than one official role. This is particularly common in regional and rural settings due to the size of the communities. In such situations, transparency is vital.

2.5 Reasonable steps to manage conflict of interest.

Acting in a reasonable way means exercising sound judgement and taking a sensible approach. The 'reasonable person' test can be applied with regard to managing conflict of interest in the same way as it is applied to any other action or decision. That is, would another reasonable person make the same decision in light of the same facts and circumstances?

The proper management of conflicts of interest does not require the wholesale avoidance or relinquishment of private interests that might give rise to a conflict of interest issue. What it does require is the appropriate management of the interaction between private interests and Committee member duties or competing public duties.

There are a number of options available for managing conflict of interest. These range from simply disclosing relevant details, to relinquishing the private interest or stepping down from the public office. Commonly accepted procedures are:

- **Register:**
Register details of the existence of a possible or potential conflict of interest are formally advised and noted
- **Restrict**
Restrictions are placed on the Committee member's involvement in the matter
- **Recruit**
Recruit a disinterested third party to oversee part or all of the process that deals with the matter
- **Remove**

Remove the Committee member from all participation in the matter

- **Relinquish**

Relinquish the private interest concerned

- **Resign**

The Committee member steps down from the position he/she holds on a temporary or permanent basis.

3 Procedures for dealing with personal interests of Members

3.1 A Committee member who has a personal interest in a matter must give

- a) an annual notice in writing (in the form of Appendix B) to the Corporate Secretary, and
- b) verbal notice at a meeting of the Committee of an interest arising at any time and not included in the annual notice.

3.2 The notice

- a) must give details of the nature and extent of the interest and the relation of the interest to the affairs of the Committee and those details must be recorded in the minutes, and
- b) takes effect as soon as it is given.

3.3 Each annual notice remains valid until replaced by the next annual notice or the Committee members (in writing or verbally at a Committee meeting) are advised by the member that the member's interest included in an annual notice has ceased or altered in any other way.

3.4 A Committee member who has a personal interest in a matter that is being considered at a Committee meeting must not be present while the matter is being considered at the meeting or vote on the matter unless the Committee members who do not have a personal interest in the matter have passed a resolution that:

- (a) identifies the member, the nature and extent of the member's interest in the matter and its relation to the affairs of the Committee; and
- (b) states that those Committee members are satisfied that the interest should not disqualify the member from voting or being present.

3.5 Where a Committee member has given notice of a conflict, that member will not receive Committee papers which deal with the matter he subject of the conflict.



Attachment 1

DECLARATION OF CUSTOMER COMMITTEE MEMBER

I have read and understand the Goulburn-Murray Water Code of Conduct for Customer Committees and the Charter for Water Services Committees approved by the Board of Goulburn-Murray Water.

- * On appointment to
- * As a member of _____ (* delete one)

the Water Services Committee I hereby undertake to comply with both the Code of Conduct and the Water Services Committee Charter.

Signed _____

Print Name _____

Date _____

DECLARATION OF INTERESTS

For G-MW Water Services Committee members

Attachment 2

SURNAME: _____

Other Names: _____

WSC: _____

Registrable Interests

Details of Interests

1. The name of any company or other body, association, institute, organisation or group (corporate or unincorporated) in which you are a member and any office held, whether as director, councillor, committee member, staff, volunteer or otherwise (and indicate if the positions are voluntary or paid).

2. The name or description of any company, partnership, association or other body in which you hold a beneficial and material interest which exceeds \$2000 in value.

3. The address or description of any land in the district of the water corporation or in a district which adjoins the water corporation's district in which you hold any beneficial interest (other than by way of security for any debt).

4. A concise description of any trust in which you hold a beneficial interest or of which you are a trustee and in which a person related to you by blood or marriage holds a beneficial interest.

5. Particulars of any gift of \$2000 or more in value received by you in the last 12 months from a person other than a person related to you by blood or marriage.

6. Any other interests (whether of a pecuniary nature or not) of yours or of a person related to you by blood or marriage, of which you are aware and which you ought reasonably to consider might appear to raise a material conflict between your private interest and your duty as a member of a G-MW Water Services Committee. This includes any interest in water entitlements, regardless of size, and should include information on volume, type of entitlement and location.

I declare this information is complete, true and correct at the date of signing:

_____ date _____

Signature of Witness:
#2659759