



## **BOARD CHARTER**

**One Basin CRC Limited  
(ACN 660 665 305)**

**October 2022**

## ONE BASIN CRC LIMITED

### BOARD CHARTER

#### 1. Introduction

- 1.1 The Board of the One Basin CRC Limited (**Company**) supports the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**Principles**). The Board has developed policies and practices consistent with the Principles with such adjustments as the Board believes are appropriate for the size and nature of the Company.
- 1.2 The Board has the responsibilities set out in this Charter and will carry out those responsibilities in accordance with the law, the Principles, and the Company's Code of Conduct.
- 1.3 In carrying out its responsibilities and exercising its powers, the Board recognises its overriding responsibility to act honestly, fairly, diligently and in accordance with the law in serving the interests of the Company's Partners, the Members of the Company, as well as its employees. It works to promote and maintain a culture of compliance and an environment within the Company that establishes these principles as basic guidelines for all its employees and representatives.
- 1.4 This Charter should be read in conjunction with the Company's Constitution, the Core Partner Agreement, and the Grant Agreement. If a dispute in content or meaning arises the wording of these agreements and the constitution prevails.

#### 2. Board Responsibilities

- 2.1 The Board oversees the management of the Company. The Board is responsible for:
- (a) Setting in place effective strategies required to achieve the objectives of the Company;
  - (b) overseeing the Company, including its control and accountability systems;
  - (c) appointing and removing the Chief Executive Officer, and determining the terms and conditions of appointment, including the remuneration package;
  - (d) agreeing performance targets with, and monitoring the

- performance of, the Chief Executive Officer;
- (e) ratifying defined senior management appointments, organisational changes and senior management remuneration policies and practices;
  - (f) monitoring senior management's performance, implementation of strategy, and allocation of resources to achieve the business policies, strategies, objectives, and budgets;
  - (g) determining and approving the levels of authority to be given to the Chief Executive Officer in relation to operational expenditures, capital expenditures, contracts and authorising any further delegations of those authorities by the Chief Executive Officer to other employees of the Company;
  - (h) reporting to Members and Partners and the Commonwealth on the performance and state of the Company;
  - (i) reviewing on a regular and continuing basis:
    - executive succession planning (in particular for the Chief Executive Officer); and
    - executive development activities;
  - (j) providing strategic advice to management;
  - (k) approving management's corporate policies, strategy and performance objectives;
  - (m) approving the annual budget including targets for revenue, profit, capital expenditure, and cash flows, as proposed by management;
  - (n) approving and monitoring the progress of major capital expenditure, capital management, and acquisitions and divestitures;
  - (o) approving and monitoring financial and other reporting;
  - (p) approving new projects (that are outside of the CEOs delegation) following endorsement from the Partner Forum;
  - (q) determining the Company's risk appetite, monitoring the

identification of business risks, and reviewing and ratifying systems of risk management and internal compliance and control, and legal compliance to ensure appropriate compliance frameworks and controls are in place;

- (r) approving terms of reference of Board committees and establishing such Board committees as are required from time to time;
- (s) monitoring compliance with legal and regulatory requirements and the Company's own ethical standards and policies;
- (t) monitoring compliance with best practice corporate governance requirements;
- (u) appointing and removing the Company Secretary; and
- (v) recommending the appointment of the external auditor to Members.

2.2 In performing the responsibilities set out above the Board acts at all times:

- (a) in a manner designed to create and build sustainable value for Members, the Partners and the industries in which they operate; and
- (b) in accordance with the duties and obligations imposed upon them by the Company's Constitution, the Core Partner Agreement, Grant Agreement and by law.

2.3 The following responsibilities may be delegated to management:

- (a) day-to-day management of the Company in accordance with the strategy set by the Board, including the following areas:
  - (i) financial and capital management and reporting;
  - (ii) operations;
  - (iii) communications and marketing; and
  - (iv) developing relationships with government, Partners, and the water industry sector in general;

- (b) reporting to the Board on the performance of the Company; and
- (c) such duties as are from time-to-time delegated by the Board.

2.4 The Board will, from time-to-time, undertake a review of the responsibilities of management to ensure that they remain appropriate for the business conducted by the Company.

### 3. **Composition of the Board**

3.1 The Board, considering the recommendations of the Nominations and Remuneration Committee and in accordance with the provisions of the Constitution, is responsible for the following:

- (a) determining the number of directors;
- (b) composition of the Board;
- (c) terms and conditions of directors' appointments;
- (d) appointment of a Chair; and
- (e) filling casual vacancies on the Board and managing the succession of Board Members.

3.2 The Company's Constitution provides:

- (a) for the number of directors to be between three and eight and be appointed in accordance with Clause 25 of the Constitution;
- (b) for Directors to be independent of the Company and Tier 1 and Tier 2 Partners and that all Directors be free of any business or other relationship that could materially interfere or could reasonably be perceived to materially interfere with the exercise of his or her unfettered and independent judgement;
- (c) That collectively the Directors will have, or will using reasonable endeavours ensure that the board has, appropriate access to the skills and experience in the categories or fields specified below and include a diversity of representation (including gender, cultural, ethnicity and age diversity) appropriate for the operation of the Company and consideration of Member interest;

- (i) audit, financial and risk management;
  - (ii) experience and understanding in the water industry, industries that use water science and technologies and related fields;
  - (iii) research and development (R&D);
  - (iv) education, training and media;
  - (v) IP management, commercialisation and technology transfer;
  - (vi) Australian federal, state and/or territory government;
  - (vii) academic / research sector;
  - (viii) capital raising and business development;
  - (ix) strategy development; and
  - (x) indigenous interests.
- (d) for director's retirement in accordance with Clause 26 of the Constitution; and
- (e) for the appointment and removal of the CEO.

#### **4. The Chair**

- 4.1 The Chair presides over meetings of the Board and general meetings.
- 4.2 The Chair is responsible for leading and managing the Board in the discharge of its duties.

## 5. Independence

5.1 An Independent director is a non-executive director and:

- (a) is not an employee or Director of a Tier 1 or Tier 2 Partner of the Company;
- (b) is not a material supplier or customer of the Company or an officer of or otherwise associated directly or indirectly with a material supplier or customer;
- (c) has no material contractual relationship with the Company other than as a director of the Company;
- (d) has not served on the Board for a period which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the Company; and
- (e) is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the Company.

## 6. Conflict of Interest

6.1 Directors will take care to ensure that no real or perceived conflicts of interest exist relative to decisions they make as a director of the company.

6.2 Any Director having a direct or indirect personal material interest in any contract or arrangement that the Company proposes to enter into will declare his or her interest immediately by written notice to the Directors.

6.3 The Company Secretary shall maintain a Directors' Standing Interests Register which may identify a conflict of interest with the Company. This shall be reaffirmed and amended as required at the commencement of each board meeting.

## 7. Board Meetings

7.1 The Board will meet as often as the directors consider necessary to fulfil their duties and responsibilities and to meet the demands of the

business and at a minimum at least 4 times each full financial year.

- 7.2 Each director is entitled to receive notice of a meeting of directors not less than 48 hours prior to the meeting, unless the directors unanimously agree otherwise. A director may at any time, and the Secretary must on the request of a director, call a directors' meeting.
- 7.3 A quorum is a majority of Directors (rounded up) in office for the time being or three directors, whichever is higher.

## 8. **Board and Advisory Committees**

8.1 The Board has established the following Board Committees:

- (a) Nominations and Remuneration Committee;
- (b) Audit, Risk and Finance Committee; and
- (c) IP, Commercialisation and Technology Transfer Committee.

8.2 The Board has established the following Advisory Committees:

- (a) Partner Forum;
- (b) Regional Advisory Committees; and
- (c) Cross-Hub Advisory Committee.

8.3 The Board may establish additional Board Committees or Advisory Committees from time to time as are required for the good governance of the Company.

## 9. **Review of Board effectiveness**

9.1 The Board members will participate in an annual review of the Board's effectiveness in carrying out its responsibilities. The Chair will implement a review system which, subject to consultation with the Board, may include:

- (a) a collective review of effectiveness undertaken by the Board;
- (b) individual performance reviews for directors;
- (c) opportunities for directors to give private feedback to the Chair on Board effectiveness; or

(d) such other review mechanisms as the Board decides.

9.2 The Chair, in consultation with the Board, will consider whether or not to engage an external facilitator to assist with the above.

## 10. Chief Executive Officer

10.1 The Chief Executive Officer's duties are to:

- (a) provide leadership of people to achieve the Company's objectives;
- (b) be accountable for planning, coordinating and directing the operations of the Company to achieve strategic, financial and operating objectives as agreed with the Board and accountability for the Company's research program and utilisation and commercialisation outcomes;
- (c) formulate and recommend business and financial strategies and plans to develop the Company's business and to implement these plans to achieve agreed performance targets;
- (d) establish and maintain collaborative linkages with key stakeholders to achieve the objectives of the Company and promote the interests of the Company; and
- (e) faithfully and diligently perform the duties and exercise the powers:
  - (i) consistent with the position of a Chief Executive Officer of the Company; and
  - (ii) assigned by the Board.

10.2 In fulfilling their duties, the Chief Executive Officer:

- (a) reports directly to the Chair and the Board as a whole;
- (b) provides prompt and full information to the Board regarding the conduct of the business of the Company; and
- (c) complies with directions given by the Board.

## 11. The Company Secretary

11.1 The Company Secretary supports the effectiveness of the Board by:

- (a) understanding and interpreting the requirements and obligations contained in the Board Charter, Constitution etc and guiding the Board on these;
- (b) monitoring that Board policy and procedures are followed;
- (c) coordinating the completion and despatch of Board agendas and briefing papers;
- (d) ensuring that the Company meets its statutory and legal obligations under the relevant legislation;
- (e) preparing and arranging all Board meetings and undertaking various activities related to these meetings (including preparing minutes, having them approved in draft by the Chair, distributed to Board Directors and approved by them at the next following meeting);
- (f) providing advice to management on a wide range of corporate issues;
- (g) ensuring statutory compliance and reporting requirements are accurately and timely fulfilled;
- (h) reviewing and advising management on corporate documentation prior to execution;
- (i) maintaining the Company's Members Register and controlling corporate records;
- (j) protecting the Company's assets. (It is the Company Secretary's duty to protect the statutory books and records of the Company and the confidentiality of the Board's work);
- (k) overseeing arrangements to allow Partners and others to inspect certain records of the Company and providing access to statutory and other bodies to inspect other records;
- (l) assisting with the year-end accounting process and the preparation of the organisation's annual report; and

- (m) playing a leading role in the good governance of the Company by supporting the Chair and helping the Board and its committees to function effectively.

## 12. Other Matters

- 12.1 Public comments: Statements to the public on behalf of the company shall only be made by the Chair or CEO, unless otherwise delegated by agreement to another director or management.
- 12.2 Directors Liability Insurance: The Company shall take out an appropriate level of Directors and Officers Liability Insurance to provide protection for directors from risks associated with the role of director.
- 12.3 Induction: The Company shall provide an induction program for new Directors to assist them in fulfilling their duties and responsibilities.
- 12.4 Professional Development and Advice: Directors have a personal responsibility to acquire and maintain sufficient corporate governance skills and experience to enable them to perform their responsibilities.
- 12.5 External advice: Each director has the right, at the Company's expense, to seek independent professional advice in connection with their duties. Before seeking professional advice, a director must notify the Board of the intention to seek advice, and the matters on which advice is intended to be sought and give the Board the opportunity to debate the need for such advice. Any advice so obtained must be made available to the Company and to the other directors, on a timely basis.
- 12.6 Access to Records: Directors can gain access to records in accordance with the Corporations Act. Access will not be unreasonably denied but decisions about applications for access to information must properly consider privacy, confidentiality, conflict of interest and the rightful role of management in addressing operational issues.
- 12.7 Review of Board Charter: The Board shall review and assess the adequacy of the Board Charter annually and make any necessary revisions.

---

## RELATED DOCUMENTS

Documentation relevant to the Board Charter includes:

- One Basin CRC Limited Constitution
- Core Partner Agreement
- Collaboration Partner Agreement
- Affiliate Partner Agreement
- Commonwealth Grant Agreement
- Director's Statement of Commitment
- One Basin CRC Delegated Authorities Policy (to be developed)
- Officer's Deed of Access and Indemnity

---

## LEGISLATION

This Charter is underpinned by the following legislation:

- Corporations Act, 2001
- Australian Charities and Not-For-Profits Commission Act, 2012
- ASX Corporate Governance Council's 'Corporate Governance Principles and Recommendations'

---

## APPROVAL

**Approved by:**



---

**Wendy Craik**  
**Chair, One Basin CRC Limited Board**

**Date : 17 Nov 2022**

## Document Version Control Table

Policy Author:	Company Secretary	Policy Owner:	Board
Status:	Draft	Review period:	Annual
Version:	1	Next review date:	October 2023
Effective Date:	1 July 2022	Document Location:	BoardEffect One Basin CRC Shared Doc Folder

## Document History

Version	Date Approved	Approver	Description of revision	Internal Distribution	
				Date	Recipient/s
1	17 Nov 2022	Board	First Version		