



NORTH QUEENSLAND BULK PORTS CORPORATION LIMITED
PORTS CORPORATION OF QUEENSLAND LIMITED
MACKAY PORTS LIMITED

CORPORATE GOVERNANCE AND PLANNING (CGAP) COMMITTEE CHARTER

1. OBJECTIVE

The Company is a Government Owned Corporation (GOC) or a subsidiary of a GOC and is subject to the Government Owned Corporations Act 1993. The Company is also a public company incorporated under the Corporations Act 2001.

The Company's Corporate Governance and Planning Committee is established to provide appropriate analysis and advice to assist the Board to discharge its corporate governance and strategic planning responsibilities consistent with its ports sustainability objective.

The Committee does not replace or replicate established management responsibilities and delegations or the responsibilities of other executive management groups within the Company. The Corporate Governance and Planning Committee is only empowered to make recommendations to the Board and does not have power to make decisions in its own right.

2. TERMS OF REFERENCE

The Corporate Governance and Planning Committee will undertake a review of the matters set out in the table below:

		Expected Timing *		
Function	Paper / Topic	February	May	August
Governance	Board Evaluation		Scope	Report
	Directors Handbook		Yearly Review and Update	
	Board Skills Matrix Review	Yearly Review and Update		
	Committee Charters		Review Charter and Performance	
	Compliance with Gov't GOC Guideline		Paper Demonstrating Compliance	
	Compliance Update		Paper Demonstrating Compliance	
	Policy Framework and Review of Policies and Procedures			Yearly Review and Update
Strategy	Yearly Strategy Process	Review		

		Expected Timing *		
Function	Paper / Topic	February	May	August
Property	Leasing Annual Review			Report
Environment	ISO Environmental Audit		Yearly	
	Environmental Projects	Update Report	Update Report	Update Report
ESG	ESG Projects	Update Report	Update Report	Update Report
	Sustainability Plan	Annual Review		
External Communications	Stakeholder Survey			Report (biennial)
	Community Survey			Report (biennial)
	Annual Report (excl. financials)		Timeline	Review Draft Report
	Corporate Affairs and Communication Plan (Incorporates Stakeholder Management Framework)	Update Report	Update Report	Update Report
	Complaints Report			Yearly Report
ICT	Cyber Security Report			Yearly Report
Emergency	NQBP First Strike Marine Oil Response and Emergency Exercise Reports		Yearly Review and Update	
Engineering	Asset Management Framework		Yearly	
	Project Methodology Audit		As per Audit Plan	
Risk (including climate-related risk)	Risk Framework	Annual Review		
	Risk Register Review	Update	Update	Update
	Risk Appetite Statement Review	Annual Review		
	Risk Deep Dives	Discussion	Discussion	Discussion
Security	Security Management Audit		As per Audit Plan	
	Security Report			Yearly Review and Update
All Functions	Updates Impacting NQBP	Ad hoc – For example: • Business Continuity Plans • Long Term Port Development Plans • Major Project Negotiation Framework • Specific Policy Reviews • 'Questions on Notice' Protocol • Recent Legal Development Impacting NQBP • Emerging Environmental Issues (e.g. Climate Change) • Lobbyist Update • Lessons Learned from Major Projects		

* Management may determine to take a paper / topic listed above directly to the Board rather than through the Committee after discussion between the Board Chair, Committee Chair and the CEO for expediency. The expected timing may also be changed after consultation with the Committee Chair to better manage workflows throughout the year.

3. MEMBERSHIP

Composition

The membership of the Committee consists of at least 3 directors appointed by the NQBP Board. The NQBP Board Chair may be appointed to the Committee, but may not sit as the Committee Chair. A quorum for the Committee is 50% or more of currently appointed members.

In making its decision, the Board will ensure that, collectively, the membership of the Committee shall possess:

- A thorough understanding of the core activities of the Company and the environment in which it operates, including its strengths, weaknesses, opportunities and threats;
- A commitment to the continual improvement of the outputs that the Company delivers and that contribute to the achievement of the Company's mission and the commitments in its SCI and Corporate Plans;
- Strong business acumen and management skills;
- A high level of understanding of best practice internal control, risk management and corporate governance;
- A high level of understanding of best practice strategic planning concepts;
- A sound knowledge of business processes and planning;
- A high level of competency in strategic thinking;
- An inquiring attitude, objectivity and independence; and
- A strong, demonstrated sense of probity and ethical conduct.

Roles and Responsibilities

The following roles and responsibilities are specifically related to the Committee and are applicable in conjunction with the roles and responsibilities in the Board Charter.

Role	Responsibilities
Committee Chair	• Direct the Secretary of the Committee to organise meetings and prepare agendas. Ensure that the agenda is comprehensive and supporting papers are appropriate. • Chair Corporate Governance and Planning Committee meetings and ensure their effective running. • Ensure timely reports of Corporate Governance and Planning Committee activities (including recommendations) are provided to the Board in a clear and unambiguous manner. • Authorise the request for information by any Committee member.
Committee Secretary	The Company Secretary is appointed by the Board as the Corporate Governance and Planning Committee Secretary. The Secretary is required to assist the Committee in governance and administration requirements including: • Ensuring that the Committee agenda and papers are developed in a timely and effective manner for review and approval; • Coordinate, organise and attend Committee meetings • Draft and maintain accurate records of all Committee proceedings, correspondence and documents. • Record and carry out instructions given by the Committee.
Management Representative	The General Manager Commercial and Maritime Services is appointed by the CEO as the Management Representative to the Corporate Governance and Planning Committee and assists the Committee by: • Preparation and distribution of materials for meetings • Offering knowledge and experience to the Committee, contributing to informed decision-making

	• Implementing the decisions made by the Committee, such as assigning tasks to staff. • Acting as a Committee liaison to ensure that the Committee's work is communicated effectively to the wider organisation.
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Induction of New Members

The Charter of the Corporate Governance and Planning Committee will be supplied to new appointees as directors to the Board of the Company, as part of their general induction. The Corporate Governance and Planning Committee Chair will personally ensure that, on appointment to the Committee, the appointee is familiar with the current Charter of the Committee and is briefed on key current issues.

Professional Development

Committee members have a personal obligation to acquire and maintain the skills and knowledge to perform their role as a Committee member. The Committee will support the ongoing development of individual members of the Committee and make recommendations to the Board as appropriate to ensure, collectively, the Committee has the skills and knowledge to perform its role.

Compliance with Policy

Each Committee member has a duty to comply with the law and binding Government and Company policies.

4. REPORTING TO THE BOARD

The Corporate Governance and Planning Committee will:

- Report to the Board following each of its meetings.
- Provide recommendations, opinions and bring appropriate matters to the attention of the Board.
- Provide a summary of its activities for each financial year to the Board for inclusion in the Annual Report.

5. ADMINISTRATIVE ARRANGEMENTS

The Corporate Governance and Planning Committee will meet at least three times a year unless otherwise determined. Agenda papers will be prepared and distributed at least four days prior to each meeting. Minutes of each meeting will be recorded and accepted at the next meeting. The Committee Chair is to receive the original minutes from the prior meeting for review with the agenda for the next meeting. The Committee Chair is responsible for ensuring the minutes are an accurate record and will sign the minutes as confirmation. A copy of the Minutes of the Committee shall be provided to the Board.

6. ACCESS TO INFORMATION AND ADVICE

Access to Records

The Corporate Governance and Planning Committee (through its Chair) shall be provided with all necessary access to internal documents, reports, records and personnel in pursuit of its mandate.

Specific requests in this regard should be directed to the Chief Executive Officer, Board Secretary or Committee Secretary.

Engagement of External Resources

The Corporate Governance and Planning Committee may engage appropriate consultants (so far as is necessary to properly fulfil its mandate), provided that any costs or commitments in doing so are reported to the next Board meeting.

7. COMMITTEE EVALUATION

A summary of the role and achievements of the Committee will be included in the annual report of the Company, together with a statement that the Committee has observed the terms of its Charter and had due regard to relevant legislation, relevant binding policies of the Government and Company policies, as well as contemporary planning processes.

Annually, the Board will consider the effectiveness of Corporate Governance and Planning Committee meetings, the appropriateness of its Charter and the composition of the Committee.

8. APPLICATION

This Charter applies to the NQBP Group, on the basis that there will be one committee structure covering the entire NQBP Group.

9. CHARTER REVIEW DATE

This Charter should be reviewed by 30 June 2027. .

10. DEFINITIONS

NQBP: means North Queensland Bulk Ports Corporation Limited ACN 136 880 218.

NQBP Group: means NQBP and its related bodies corporate including Ports Corporation of Queensland Limited ACN 126 302 994 (PCQ) and Mackay Ports Limited ACN 131 965 707 (MPL).

Company: means NQBP, PCQ and/or MPL, as the context requires.