



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

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:

- Report to the Board on the adequacy of the corporate governance systems of the Company.
- Monitor the Company's adherence to policies related to corporate governance and instilling a culture of compliance.
- Review pricing proposals and commercial negotiating frameworks which impact on the Company's return.
- Oversee issues relating to corporate social responsibility, including:
 - Sustainability;
 - Caring for the environment;
 - Community consultation; and
 - Integrity of the organisation.
- Monitor the effectiveness of the risk management systems including reviewing the:
 - Risk Management Framework;
 - Business Continuity Safeguards;

- Environmental Management Systems;
 - Reviewing the legal compliance systems and Board reports;
 - Cyber Security Systems; and
 - Internal processes to determine and manage key risk areas within the portfolio and refer any specific risks (if required) to the People and Culture Committee (PACC) and Audit and Financial Risk Management Committee (AFRMC) for review.
- Monitor and review the effectiveness of the project governance framework for major projects.
 - Report to the Board on the adequacy of the planning system as proposed by the CEO and the content of strategic and corporate plans, and where required, their suitability for promulgation to shareholding Ministers.
 - Articulate information gained from individual Board members to assist the CEO in developing the Company's plans.
 - Request the CEO to consider or further consider any strategic issue relevant to the Company.
 - Monitor and report to the Board on any identified gaps in knowledge, skills and the diversity of the Board.

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 corporate governance practices;
- 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.

Role of Corporate Governance and Planning 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.

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.

Appointment of Secretary

An appropriate officer will be appointed as the Secretary of the Corporate Governance and Planning Committee.

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 2019.

10. DEFINITIONS

NQBP: means North Queensland Bulk Ports Corporation Limited ACN 136 880 128.

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.