

Board Sustainability Committee

Charter

C-CHART0023

Version 7

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OFFICIAL

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Approved: Airservices Australia Board
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Change summary

Version	Date	Change description
1	2 July 2019	Initial Version of Charter
2	4 December 2020	Minor updates to member obligations, Committee responsibilities, and standing invitees.
3	31 March 2021	Amendment to Committee's membership composition.
4	2 August 2023	Amendment to include Committee's responsibilities for facilities and sustainability
5	14 November 2023	Amendments arising from Annual Charter Review including consideration of relevant investment cases.
6	13 November 2024	Minor amendments
7	17 April 2026	Amendments to recognise the Committee role in environmental compliance and oversight as well as other minor changes.

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1 Objectives

- 1.1 The objectives of the Board Sustainability Committee (**Committee**) are to assist the Airservices Board (**Board**) to discharge its responsibilities by monitoring, advising and providing assurance to the Board on:
- a) environmental compliance and initiatives;
 - b) sustainability initiatives;
 - c) sustainable operations, facilities and assets;
 - d) community engagement initiatives;
 - e) implementation of recommendations made by the Aircraft Noise Ombudsman (ANO) that have been accepted by the Board; and
 - f) organisational strategy to address the impact of operations on the environment and the community.

2 Membership

- 2.1 The Committee will consist of:
- a) a Chair, who will be a non-executive Board Member, appointed by the Board;
 - b) at least two non-executive Board Members, appointed by the Board;
 - c) ex officio, the Board Chair; and
 - d) ex officio, the Chief Executive Officer.
- 2.2 The Board will review appointments to the membership of the Committee on a biennial basis.
- 2.3 The members, taken collectively, will have a broad range of skills and experience relevant to the operations of Airservices.
- 2.4 The Board will have regard to the Airservices objectives on equity and diversity, and the need for both continuity and regular renewal, in making appointments to the Committee.
- 2.5 Committee members are required to:
- a) understand and observe legislative requirements under the *Air Services Act 1995*, the *Public Governance, Performance and Accountability Act 2013* and the *Public Governance, Performance and Accountability Rule 2014*;
 - b) adhere to the Board's Code of Conduct and Conflict of Interest Protocol;
 - c) possess appropriate qualifications, knowledge, skills and experience;
 - d) apply appropriate analytical skills, objectivity and judgement; and
 - e) express opinions constructively and openly, raising issues that relate to the Committee's responsibilities and pursuing independent lines of enquiry.

3 Responsibilities

3.1 The Committee will assist the Board by:

- a) reviewing and monitoring the effectiveness of the systems management has put in place for ensuring and monitoring Airservices' compliance with the *Air Services Act 1995*, *Environment Protection and Biodiversity Conservation Act 1999* and other laws, regulations and associated government policies relating to environmental matters and community engagement;
- b) assessing the environmental risks and reputational risks (in the context of the impact of operations on the community) arising from Airservices' operations and review the adequacy of management's approach to the management of those risks;
- c) considering the completeness and appropriateness of environmental and community engagement reporting to the Board and all external reporting on these matters;
- d) considering the extent to which facilities and vehicles assets, and resources used in Airservices are appropriately managed for sustainable outcomes;
- e) reviewing serious environmental risks and incidents (including facility and vehicle asset failures, per- and polyfluoroalkyl substances and asbestos) as well as activities that evoke serious community concern, and monitor the progress to completeness of any actions required as a result of such incidents or activities. All workplace health and safety asbestos and airborne contaminant related matters will be monitored by the Board Safety Committee;
- f) ensuring environmental and community engagement and sustainability priorities are integrated into Airservices' strategy;
- g) overseeing the acquisition, maintenance and disposal of facilities and operational assets to ensure long-term sustainability for service delivery;
- h) ensuring sustainable and resilient operations while reducing Airservices' carbon emissions, waste and environmental footprint;
- i) monitoring, reviewing and reporting on climate change-related risks and actions to mitigate these;
- j) overseeing management's arrangements to identify, manage and acquit key environmental responsibilities, including compliance with applicable Commonwealth climate-related disclosure and reporting obligations;
- k) coordination with the Board Audit and Risk Committee in relation to assurance over financial reporting, risk management frameworks, internal controls and external assurance relating to climate-related and environmental disclosures.
- l) reporting on progress with sustainability initiatives that are aligned with international reporting standards receiving reports from the ANO on matters within the ANO Charter, and evaluate whether ANO recommendations should be accepted by the Board;
- m) engaging on a regular basis with the ANO, and meet with the ANO at least twice yearly at the Committee meeting;
- n) monitoring the implementation of recommendations emanating from the ANO, where they have been accepted by the Board;
- o) advising the Board on arrangements relating to the governance, strategic focus and resourcing of the ANO;
- p) review and provide advice to the Board in relation to organisational policies and capital investment proposals, related to the Committee's responsibilities, that require Board approval; and

- q) considering such matters related to the above responsibilities, or otherwise, as they are referred to the Committee by the Board and / or other Board committees.

4 Meeting Arrangements

- 4.1 The Committee will meet (except where the Board determines otherwise) not less than four times each year.
- 4.2 A special meeting of the Committee may be convened by a member of the Committee at any time by written request to the Board Secretariat, stating the reason for calling the special meeting. Special meetings will be held within twenty-one days of receipt of such a request, with not less than seven days' notice being provided to all Committee members (except where all Committee members consent to a shorter notice period).
- 4.3 The agenda for Committee meetings will be determined by the Committee Chair.
- 4.4 Meetings can be held in person, by telephone or by videoconference.
- 4.5 The quorum for any meeting of the Committee is 50 per cent of current members of the Committee.
- 4.6 The following Airservices officers have standing invitations to attend meetings of the Committee, but may be asked to leave at any time:
 - a) members of the Executive (as relevant to their accountabilities), and
 - b) General Counsel & Board Secretariat and Company Secretary.
- 4.7 The Aircraft Noise Ombudsman and other attendees may be invited as required or at the discretion of the Committee or Committee Chair.
- 4.8 The Board Secretariat will provide secretariat support to the Committee, and will ensure:
 - a) the agenda and papers for each meeting are circulated, after approval by the Committee Chair and at least 7 days before the meeting. Copies of the agenda and meeting papers will be provided to all members of the Board via the Board Portal; and
 - b) the minutes of the meetings are prepared. Draft minutes will be reviewed by the Committee Chair and circulated to Committee members for consideration following each meeting.

5 Powers and authority

- 5.1 The Committee has no power to make decisions in respect to Airservices' business or affairs except as expressly delegated to the Committee by the Board. As at the date of approval of this Charter, the Board has not delegated any decision-making powers to the Committee.
- 5.2 The Board has authorised the Committee to do the following things for the purposes of enabling the Committee to discharge its responsibilities:
 - a) obtain information from management;
 - b) have access to management and employees; and
 - c) obtain external, independent advice as considered necessary, at the cost of Airservices.

- 5.3 Any request by the Committee for external advice will be noted in the minutes of the Committee meeting.

6 Reporting

- 6.1 The Committee will:
- a) prepare draft resolutions for the Board's consideration.
 - b) provide the Board with the minutes of Committee meetings; and
 - c) through its Chair, report at Board meetings about the Committee's activities.

7 Evaluating performance

- 7.1 The Committee will:
- a) assess its performance against this Charter on an annual basis. This assessment includes seeking appropriate input from the Board and other relevant stakeholders as determined by the Board.
 - b) report to the Board on its assessment.

8 Review of Charter

- 8.1 The Committee will review this Charter on an annual basis and report the outcomes of the review to the Board.

9 Aircraft Noise Ombudsman Liaison

- 9.1 The Committee Chair will act, on behalf of the Board and the Committee, as a liaison point with the ANO.