Terms of reference

Major Projects Committee

1. Establishment and membership

1.1. The Board has established the Major Projects Committee (**MPC**) under section 13 of the *Electricity Corporations Act 2005.*

1.2. The rules and procedures adopted by the Board from time to time (**Board Rules**) apply to the Committee, except as expressly varied by these terms of reference.

1.3. In addition to the membership criteria set out in the Board Rules:

(a) The Committee will consist of at least two non-executive directors.

(b) All members of the Committee will have understanding and skills in:

(i) major electricity infrastructure;

(ii) development and delivery of major capital and infrastructure projects including:

A. project budget and schedule control;

B. contract management and contractual disputes; and

C. project risk management.

(c) The Board will appoint the Committee Chair and Committee members.

(d) The Committee Chair must be an independent non-executive director.

(e) The Board Chair may not chair the Committee.

(f) The quorum for any meeting of the Committee will be any two Committee members.

1.4. A record of the current members of the Committee is maintained by the Company Secretary.

1.5. All Board members will have access to all papers submitted to the Committee for discussion.

2. Purpose

2.1 The Committee is established by the Western Power Board to provide oversight, assurance and strategic guidance for Western Power's **Clean Energy Link (CEL) projects, major housing infrastructure projects and any other material project (Major Projects),** as delegated by the Board from time to time.

2.2 The Committee assists the Board by:

(a) Overseeing governance, delivery, issue and risk management of Major Projects;

(b) Reviewing and recommending the project delivery model for Major Projects;

(c) Monitoring key Major Project approvals;

(d) Monitoring alignment of Major Projects with the Access Code as well as with government and other key stakeholder policies;

(e) Assuring financial prudency, efficiency and commercial performance of Major Projects;

(f) Reviewing safety, environmental and social licence impacts in respect to Major Projects; and

(g) Assuring that Major Projects deliver long-term value to the State, Western Power and its customers.

3. Powers

3.1 The Committee has no executive powers unless expressly delegated by the Board.

3.2 Subject to any resolution of the Board, the Committee is required to make recommendations to the Board and does not have any executive powers to commit the Board or Western Power to the implementation of those recommendations.

3.3 Notwithstanding clause 3.1, the Committee has the authority to approve the minutes of its meetings without the endorsement of the Board.

3.4 The Committee has unrestricted access to records and management of Western Power, and to internal and external auditors (including without the presence of management) and is authorised to seek any information it requires from any employee, or from any other source, in order to fulfil its purposes and undertake its duties. Such information will be sought through the Chief Executive Officer (**CEO**), General Counsel, Company Secretary or Internal Audit Manager.

3.5 The Committee can request attendance of Executives, project directors, commercial leads, risk specialists, and external parties to attend a Committee meeting.

4. Duties and Responsibilities

4.1 <u>Major Project Governance and Delivery Oversight</u>

The Committee will:

(a) Oversee and recommend the Major Project strategies including construction deliver models.

(b) Review governance and assurance frameworks for Major Projects.

(c) Monitor delivery status of Major Projects against scope, schedule, cost, quality and safety.

(d) Oversee project issue and risk management for Major Projects including:

(i) construction and delivery risks;

(ii) contractor performance and market capacity constraints;

(iii) customer connections;

(iv) cost escalation, supply chain and commercial risks;

(v) workforce availability and capability risks; and

(vi) environmental, community and cultural heritage risks.

4.2 Investment Assurance and Financial Oversight

The Committee will:

(a) Oversee the adequacy of the estimating processes that apply to Major Project investment proposals.

(b) Review Major Project investment proposals that exceed the CEO delegation and provide recommendations to the Board.

(c) Assess the value, prudency and efficiency of Major Projects including ensuring Access Code investment obligations (regulatory test) are met.

(d) Monitor Major Project financial performance including:

- cashflow forecasts;
- alignment with approved business case;
- capital expenditure trends; and
- contract variations and claims.

(e) Review post-investment evaluations and governance lessons learned.

4.3 Regulatory Alignment and Approvals

The Committee will:

(a) Monitor key approvals required for Major Projects including in respect to land access, planning, environmental, native title, aboriginal heritage.

(b) Oversee engagement with government agencies in respect to Major Projects and ensure Board visibility of relevant policy proposals.

(c) Monitor alignment of Major Projects with government and shareholder policies and expectations.

4.4 Safety, Environmental and Social Licence Performance

The Committee will:

(a) Oversee safety performance for Major Projects, including contractor WHS management.

(b) Monitor environmental, native title, planning and other key approvals, compliance obligations and incident reporting in respect to Major Projects.

(c) Assess impacts on social licence, including landholder engagement, community amenity and stakeholder confidence.

5. Reporting to the Board

The Committee will:

(a) Provide quarterly updates to the Board on project delivery, emerging risks and assurance activities.

(b) Immediately escalate any material risks requiring Board attention.

(c) Recommend decisions requiring Board approval.

6. Meetings

6.1 The Committee will meet at least four times per year, or as frequently as required.

6.2 The Committee Chair may convene a special / additional meeting at any time. The place and time of a special / additional meeting will be decided by the Committee Chair.

6.3 Secretariat support will be provided by the Office of the Company Secretary.

6.4 Minutes will be circulated to the Board and confirmed at the next meeting.

6.5 The following persons may attend Committee meetings as invitees (but will not have a vote at Committee meetings):

(i) Chief Executive Officer;

(ii) Chief Financial Officer or a nominated representative;

(iii) Executive Manager Energy Transition & Sustainability;

(iv) Executive Manager Asset Operations;

(v) Company Secretary; and

(vi) any other person approved by the Committee Chair.

7. Review

7.1 Unless a review and amendment is required sooner, these Terms of Reference will be reviewed at least once in every three-year period or as required. Committee members may at any time submit to the Committee Chair proposed changes to these Terms of Reference for consideration.

7.2 All amendments endorsed by the Committee Chair, must be submitted to the Committee for endorsement and subsequently to the Board for approval, prior to taking effect.

Approval history

Version	Approved by	Approved on	Resolution no.	Notes
1.	Board	10/03/2026	072/2025/BD	To approve the first terms of reference for the MPC.
2.				
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