

Design and Construction Committee Charter

November 2019

1. Purpose of the Charter

The Board of Directors has established a Design and Construction Committee as a committee of the Board to oversee the core design, construction and delivery projects associated with the development of Western Sydney International (Nancy-Bird Walton) Airport (**the Project**), in order to provide assurance comfort to the Board that the Company's obligations under the Western Sydney Airport Project Deed (**the Deed**) are being met.

The Committee will engage with Management in a constructive and professional manner in discharging its responsibilities and formulating its advice to the Board.

2. Authority of the Committee

The Board has delegated authority to the Committee and an outline of the Committee's responsibilities is provided in section 4 of this Charter.

2.1 Access to Information

The Committee may obtain any information and advice it requires, including information from Management, external consultants or advisors as it considers necessary or appropriate to enable it to properly discharge its responsibilities. The Committee may meet with external consultants or advisors without Management being present.

2.2 Resources

The Company will provide the Committee with the necessary resources for payment of:

- (a) any professional or other advisers it engages to assist it in the discharge of its responsibilities; and
- (b) the administrative expenses incurred in carrying out its duties.

2.3 Reporting to the Board

The Committee will regularly update the Board on its activities and make recommendations to the Board, as appropriate.

The Chairperson of the Committee will report to the Board at the next Board meeting following a meeting of the Committee on any matters that the Committee considers should be brought to the attention of the Board.

3. Membership

3.1 Term of Appointment

Committee members are appointed by the Board for a term that coincides with the member's term of appointment as a Director or any lesser period that coincides with the termination of the Committee or following changes to the composition of the Committee (as determined by the Board). Existing members may be re-appointed by the Board.

3.2 Committee Chairperson

The Chairperson of the Committee:

- (a) will be appointed by the Board; and
- (b) where the Chairperson of the Committee is absent from a meeting and no acting Chairperson has been appointed, the members of the Committee present at the meeting have the authority to choose a Director who is a member of the Committee to be acting Chairperson for that particular meeting.

The secretary of the Committee will be the company secretary, or such other person as is nominated by the Board.

3.3 Composition of the Committee

The Committee comprises:

- (a) at least two members of the Board. In addition, the CEO will be invited to attend each Committee meeting; and
- (b) at least one member who has an understanding of airport design, construction and/or airport infrastructure so as to be able to assist the Committee to effectively discharge its duties.

3.4 Review of Composition of the Committee

Membership of the Committee will be reviewed annually by the Board to ensure a suitable mix of qualifications, knowledge, skills and experience.

3.5 Induction and Training

The Committee will adopt and maintain a program of induction, training and awareness-raising for its members, with the objective of enabling the Committee to keep abreast of contemporary developments and leading practices in relation to its functions.

4. Roles and Responsibilities

The Committee will:

- review and make recommendations to the Board in relation to the approach taken in respect of the design of Airport infrastructure, facilities and interfaces, and monitor compliance with the Deed, with reference to the Commercial Freedoms Framework, Equity Subscription Agreement, the Company's objectives as enshrined in the Constitution, relevant regulatory and Airport Plan obligations, and the Corporate Plan;
- review and make recommendations to the Board in relation to the approach taken in respect of construction and monitor compliance with the Deed, with reference to the Commercial Freedoms Framework, Equity Subscription Agreement, the Company's objectives enshrined in the Constitution, relevant regulatory and Airport Plan obligations, and the Corporate Plan;
- review and make recommendations to the Board on procurement strategy and endorse preferred provider(s) for material (>\$10 million) project management, design and construction works;

- review and make recommendations to the Board on the delivery strategy for design and construction works packages;
- review and make recommendations to the Board on the approach and delivery strategy for the provision of major utilities to the airport;
- review and make recommendations to the Board on the appointment of the Company's technical advisory panel for the Project;
- review and critically assess opportunities to innovate in the operation and design of the Airport;
- ensure there is sufficient transparency and accountability in respect of the activities being carried out by Management in respect of the Project. Agree an appropriate reporting framework with Management to ensure consistent and structured reporting;
- review and critically assess the performance of the Delivery Partner and Project Manager (Definition);
- critically assess the quality and reliability of reporting information provided by Management for presentation to the Board;
- ensure there is visibility of any potential or actual issues arising which may impact the timing and budget of the project. Where appropriate, inform the Board of such issues as soon as possible;
- identify, seek to mitigate and monitor risks associated with design and construction, reporting to the Board as appropriate;
- seek to maintain and build on broad-based support for the Project, including by working cooperatively with the Government and other key stakeholders; and
- report and recommend actions in order to ensure an efficient and effective project delivery.

5. Committee Operations

5.1 Frequency of Meetings

- (a) The Committee will meet and at least four times a year. Meetings may be convened when there are material or critical matters, directly associated with the progress of the Project, that require escalation.
- (b) Any member of the Committee or the CEO may request the Chairperson of the Committee convene an additional meeting when required.
- (c) Committee meetings may be held by any technological means allowing its members to participate in discussions even if all of them are not physically present in the same place. A member who is not physically present but participating by technological means is taken to be present.

5.2 Attendance at Meetings

- (a) All Committee members are expected to attend each meeting, in person or via telephone or video conference or other technological means.
- (b) Any member of the Committee may request the Chairperson of the Committee arrange the attendance at a meeting of the Committee of any person, including members of the Board, Management, other Company employees or external advisers.

5.3 Planning

The Committee will develop and maintain a forward meeting schedule that includes the dates, location, and proposed agenda items for each meeting for the forthcoming year, and that covers all the responsibilities outlined in this Charter.

5.4 Quorum

A quorum will consist of a majority of Committee members. The quorum must be in attendance at all times during the meeting.

5.5 Agenda, Meeting Papers and Minutes

The meeting agenda for each meeting will be approved by the Chairperson and will be circulated by the Company Secretary along with the meeting papers at least one week before the meeting.

The minutes of the meeting will be prepared by the Company Secretary, reviewed by the Chairperson and circulated within two weeks of the meeting to each member of the Committee.

Minutes should accurately record the resolutions of the Committee, key reasons for those decisions (where appropriate) and actions arising.

The minutes should include or be accompanied by an action list that includes accountabilities and the nature and timing of subsequent reporting. The action list will be prepared by the Company Secretary, approved by the Chair and circulated to each member of the Committee with the minutes of the meeting.

Reports and other papers of the Committee will be made available to all Directors on request where this is consistent with the Conflicts of Interest section of the Board Charter and the Company's Conflict of Interest and Related Party Transaction Policy.

5.6 Decisions

At a Committee meeting:

- (a) all decisions will be by majority vote of the members of the Committee in attendance; and
- (b) persons attending a meeting of the Committee who are not members are not entitled to vote on resolutions.

5.7 Conflicts of Interest

This section should be read in conjunction with the Conflicts of Interest section of the Board Charter and the Company's Conflict of Interest and Related Party Transactions Policy.

At the beginning of each Committee meeting, members are required to declare any material personal interests that may apply to specific matters on the meeting agenda. Where required by the Chairperson, the member will be excused from the meeting or from the Committee's consideration of the relevant agenda item(s).

The Chairperson is also responsible for deciding if he/she should excuse themselves from the meeting or from the Committee's consideration of the relevant agenda item(s). Details of material personal interests declared by the Chairperson and other members, and actions taken, will be appropriately recorded in the minutes.

5.8 Review of Charter

The Committee will review this Charter annually and this will include consultation with the Board. Any substantive changes to the Charter and any repeal and replacement of this Charter will be recommended by the Committee and formally approved by resolution of the Board.

5.9 Review of Performance of Committee

The Committee will annually review the performance of the Committee and the Board will be informed of the outcomes of the review at the next available Board meeting following completion of the review.

6. Approved and Adopted

This Charter was first approved and adopted by the Board on 27 August 2018.

This Charter was reviewed and adopted by the Committee effective from the date of Board approval on 18 November 2019.

Document Owner	Company Secretary
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