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The Future is in Sight: Campus Redevelopment Committee Charter

Effective Date: May 2021

1. Purpose

The Future is in Sight Sub-Committee (the Committee) is a sub-committee of the Board of Guide Dogs Victoria (the Board) constituted for the period of the Kew Campus redevelopment. The Committee has been established to assist the Board fulfil its oversight responsibilities by monitoring and advising on Guide Dogs Victoria's activities associated with the redevelopment of the Guide Dogs Victoria Kew Campus including the establishment of new Social and Commercial Enterprises on the Guide Dogs Victoria site.

2. Role and Responsibilities

The primary role of the Committee is to conscientiously review and provide oversight to the Board on the establishment, delivery and implementation of the Kew Campus Redevelopment including the implementation of the required service delivery changes and the establishment of relevant social enterprises on site.

In completing this role, the Committee responsibilities for the Campus Redevelopment include to:

- Provide effective oversight and monitor the governance processes
- Provide expertise and advice towards the effective monitoring of the project, including probity and the Board approval process
- Review and provide comments on draft versions of reports or other relevant documentation
- Review compliance with the asset management policies of GDV and regulations
- Review documentation and provide input to the Board on critical phases of the project
- Recommend to the Board for approval the proposed Campus Redevelopment scope and capital budget within the Board approved funding envelope and business strategy

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- Monitor the capital expenditure spend against the Board approved capital budget and provide any related recommendations to the Board
- Monitor the use of the Construction, Design and Escalation Contingency
- Monitor the establishment of Commercial and/or Social Enterprises (the Business Enterprises) as part of the Campus redevelopment including:
 - Oversight of the commercial partner selection process
 - Review of the commercial viability of the Business Enterprises including considering financial forecasts and underlying enterprise assumptions upon which the budget and forecasts are prepared and provide related recommendations to the Board
 - Ensuring management reports highlight high and significant Business Enterprise related structures, legal commitments and risks and keeps the Board up to date on any changes in relation to the enterprise
- Advise, inform and make recommendations to the Board on all relevant aspects of the Campus Redevelopment sufficient to ensure the Board is fully informed and has sufficient information on which to make relevant decisions and to provide required approvals.

3. Authority

In discharging its responsibilities under this Charter, the Committee has authority to:

- Seek through the CEO any information it requires from any staff member – all of whom are directed to co-operate with the Committee's requests
- Obtain external legal, financial or other independent professional advice it considers appropriate or necessary in order for it to properly carry out its functions subject to obtaining the prior approval of the Board or the Chair of the Board.

The Committee has authority to conduct or authorise investigations into any matters within its scope of responsibilities under this Charter.

The Committee has delegation of authority to approve payments within the budget. Any variations of up to \$500,000 can be approved by the Committee.

4. Membership

The Committee will consist of up to 5 members, the majority of which will be members of the Board. The Board will appoint the Committee members and the Committee chair.

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The chair of the Board will not be the Committee chair. Members of management, including the Chief Executive Officer (CEO), the Executive Assistant to the CEO, and the Chief Financial Officer (CFO), will not be Committee members, but will be required to attend Committee meetings.

5. Relationships

The Committee will maintain effective working relationships with management and with the key external service providers involved in the delivery of the redevelopment along with the implementation of the associated required service developments.

In performing its duties the Committee will maintain an effective working relationship with the Board.

6. Meetings

Committee members are expected to attend each meeting in person or through teleconference or videoconference.

The Committee will meet on an as needed basis, though it is required to meet before any material Board Decision relating to the Kew Campus Redevelopment.

There is a standing invitation for other Directors to attend the Committee meetings. A quorum of any meeting is 3 members, the majority of which are to be members of the Board.

The Committee will invite members of management, consultants, and any other persons deemed appropriate to attend meetings and provide pertinent information.

The Committee Chair may devote time in any agenda for the purpose of confidential open discussion with members of the Committee.

The CEO, Executive Assistant to CEO and CFO shall attend by standing invitation and the Executive Assistant to CEO will fulfil the role of Secretary.

Meeting agendas will be prepared and provided 1 week in advance to members along with appropriate briefing materials.

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Minutes will be distributed to the Chair within 1 week after the meeting.

At a subsequent meeting, the minutes should be checked and endorsed by the Committee and signed by the Chair as an accurate record of the meeting.

7. Majority Decision

A decision of the Committee must be passed by a majority of the members entitled to vote on the decision. The Chairman of a Committee meeting does not have a casting vote. If an equal number of votes is cast for and against a decision, the matter is decided in the negative.

8. Reporting Requirements

The minutes of the Committee meetings are to be included in the agenda of the next available Board meeting, and the Committee Chair will brief the Board on all significant matters discussed at the Committee meetings along with any recommendations to the Board.

9. Evaluating Performance

The Committee will:

- Evaluate its performance on at least an annual basis
- Obtain feedback from the Board on the Committee's effectiveness
- Review this Charter annually and discuss any required changes with the Board and ensure that the Charter is approved or re-approved by the Board.