

ERVIA

WATER INDUSTRY OPERATING FRAMEWORK (“WIOF”) COMMITTEE

TERMS OF REFERENCE

Section 1 - Membership

The Committee (the “**Committee**”) shall be appointed by the Ervia Board (the “**Board**”) in consultation with the Chairperson of the Committee (the “**Chairperson**”) and shall consist of not less than three members. The Chairperson of the Board may attend meetings of the Committee and may be a member of the Committee.

Membership of the Committee shall be reviewed annually by the Chairperson and changes as required recommended to the Board.

1.1 - Chairperson

The Chairperson shall be appointed by the Board. In the absence of the Chairperson at a Committee meeting, the remaining members present shall elect one of themselves to be the Chairperson of the meeting. The Chairperson of the Board shall not be the Chairperson of the Committee.

The Chairperson is responsible for ensuring that:-

- the Committee is appropriately resourced;
- reports to the Committee contain relevant information and are provided at the right time in an appropriate format;
- absent Committee members are briefed on meetings and attendance records are maintained and reviewed annually;
- regular verbal and written reports of the Committee’s proceedings are provided to the Board; and
- matters arising are reported on at each subsequent meeting.

The Chairperson of the Board shall consult the Chairperson in relation to the appointment of Committee Members.

Where the Chairperson calls upon members of the Committee to vote on any issue, decisions will be by way of simple majority. In the event of a split decision, the Chairperson may exercise a casting vote to determine the outcome.

1.2 – Company Secretary

The Ervia Company Secretary or his/her nominee, as agreed with the Chairperson, shall act as Secretary to the Committee (the “**Secretary**”).

1.3 - Training

The Committee shall be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.

The Secretary will be responsible for ensuring that this training, as identified by the Committee members, is provided. The Chairperson and Committee members shall make recommendations to the Ervia Board on the Committee's and individual members' training needs.

Section 2 – Meetings

2.1 - Quorum

The quorum for any meeting of the Committee shall be three (3).

2.2 – Conflicts of Interest

Committee members shall take personal responsibility to declare any potential conflict of interest arising in relation to any items on the agenda for Committee meetings.

A register of Committee members' interests shall be maintained by the Company Secretary. Where a conflict of interest arises, a Committee member shall bring this to the attention of the Chairperson and where necessary absent themselves from the meeting for the duration of the discussion and shall not take part in any decisions in relation to the matter in question. Similar arrangements apply in relation to relevant meeting documentation where such documentation is not made available to the Committee member. This shall be noted in the minutes of the Committee meeting.

2.3 - Attendance

Only members of the Committee are entitled to attend and vote at Committee meetings.

The Committee may invite any Board Member, executive or other person to attend any meeting(s) of the Committee from time to time, as it may consider desirable.

2.4 - Frequency

Meetings shall be convened at the discretion of the Chairperson, but shall be held at least three times per annum. The Board or the Committee Members may request further meetings as they consider necessary.

2.5 Minutes

The Secretary shall be responsible for recording the minutes of each meeting. Minutes of meetings will be circulated to all Members in advance of their formal adoption by the Committee and their noting by the Board.

Section 3 - Authority

The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information, including documentation, it requires from any employee or agent of Ervia (including its subsidiary companies) to enable it to discharge its responsibilities.

The Committee may obtain external legal or other independent professional advice if considered necessary. It shall have access to adequate funding to enable it to discharge its duties. The Committee is authorised, subject to the approval of the Board, to co-opt

additional members to provide specialist skills, knowledge and experience if considered necessary.

Section 4 – Duties and responsibilities

The Irish Water Business Plan contains a number of key deliverables, one of which is the transformation of water services delivery in Ireland. The WIOF Programme is the project through which Irish Water will transform the industry operating model from a 31 Local Authority structure to a single utility way of working. This transition will involve centralising more activities, eliminating duplication and reducing overheads. The WIOF Programme's objectives are to plan, and implement, an industry operating model that performs in line with European norms (customer service, operational performance, costs). This will involve standardising processes and systems and applying a systematic approach to operating and maintaining the water and wastewater network. The new national approach to planning and delivery of vital infrastructure will further strengthen this transformation.

The Committee's main duties and responsibilities are:

- a) to review management's proposals for WIOF in relation to managing the transformation from the current service delivery model to the Public Utility Model and challenge and support the proposed approach and content of these proposals. This will play a significant role in determining how WIOF is ultimately implemented.
- b) to approve minutes of Committee meetings;
- c) to work and liaise as necessary with all other Board committees; and
- d) to perform any other duties or responsibilities expressly delegated to the Committee by the Board.

Section 5 - Reporting Procedures

The Committee shall compile an annual report to the Board for inclusion in the Ervia Annual Report describing its membership and its duties and responsibilities.

Ervia management shall ensure that all information relevant to the discharge of its responsibilities is provided to the Committee (and as requested by the Committee). Management shall also ensure that matters of material concern that are relevant to the Committee's responsibilities are brought promptly to the attention of the Committee.

Section 6 - Review

On an annual basis, the Committee will review the effectiveness of its operations and report to the Board on its findings and recommendations.

The Committee will also annually review these terms of reference and make recommendations on updating or amending them to the Board as appropriate.