

## STRATEGIC COUNCIL TERMS OF REFERENCE

This document governs the operations of the Strategic Council of Global Infrastructure Hub Ltd ACN 602 505 064 (**GIH**). It sets out the Strategic Council's roles and responsibilities and its membership structure.

### PURPOSE, DUTIES AND RESPONSIBILITIES

The Strategic Council has been established as a body separate to the GIH's board of directors (**Board**) that provides advice and recommendations to:

- a. the Board; and
- b. only in consultation with the Board, GIH's officers and management,

on any matters referred to the Strategic Council by the Board or any other matters that the Strategic Council wishes to consider. The Board, GIH's officers and management may, in their discretion, consider any advice or recommendations provided by the Strategic Council.

#### *Purpose*

The purpose of the Strategic Council is to provide a formal mechanism for interested G20 member countries to provide meaningful guidance and feedback on GIH's activities at an early stage and outside of the G20 'Finance Track meetings'.

The Strategic Council will focus primarily on:

- a. G20 strategic priorities that GIH will consider in its planning and operation to ensure alignment of GIH's strategy and activities with the priorities of the current G20 Presidency and the Infrastructure Working Group; and
- b. otherwise the objectives of GIH and the alignment of GIH's strategy, objectives, initiatives and actions with the G20 infrastructure agenda.

#### *Duties and responsibilities*

The duties and responsibilities of the Strategic Council are to:

- a. provide strategic advice or recommendations on GIH's strategic priorities, the objectives of GIH and the alignment of GIH's strategy, objectives, initiatives and actions with the G20 infrastructure agenda;
- b. review the direction, proposed workplans and priority topics of GIH that are developed as part of GIH's annual business planning activities and provide strategic advice and recommendations in advance of major decisions points for the Board such as the approval and review of the annual business plan; and
- c. provide advice or recommendations on any other matters referred to it by the Board or matters relevant to GIH (other than those matters which the Strategic Council will not consider, as listed below).

Members of the Strategic Council may be invited to present on any advice or recommendations prepared by the Strategic Council at any Board meeting. Members of the Strategic Council are not otherwise entitled to attend any Board meetings.

The Strategic Council will not consider issues relating to:

- a. appointment of GIH staff;
- b. GIH staff salaries;
- c. GIH budgets;
- d. any other GIH operational issues associated with the above sub-paragraphs a to c; or
- e. approval of the GIH business plan (which will only be approved by the Board).

## **MEMBERSHIP**

The Strategic Council members will consist of the following Councillors:

- a. the Chairperson of the Board (who will also be the chair of the Strategic Council); and
- b. representatives of G20 countries (where notice nominating any representative, or replacement representative, is given to the Board at least 30 days before the representative acts as a Councillor, as required by GIH's constitution) (**G20 Representative**).

All G20 countries are eligible to nominate a G20 Representative as a Councillor of the Strategic Council. G20 countries are not required to provide funding or other support or fulfil any other condition (other than notice requirements for nomination, as described above) before or after nominating a G20 Representative to the Strategic Council.

## **PARTICIPATION OF OBSERVERS**

By approving these terms of reference, the Board permits the attendance of the following persons as observers:

- a. all Board members (other than the Chairperson);
- b. a representative of the Multilateral Development Banks, most likely the Chair of the Multilateral Development Bank Infrastructure Cooperation Platform (ICP);
- c. GIH's Chief Executive Officer, and
- d. any relevant GIH staff member or any other person providing secretariat support to the Strategic Council,

(together the **Observers**).

These Observers and any others the Board permits to attend meetings are required to comply with any protocols issued by the Board. Such protocols may address confidentiality and conflict of interest requirements.

Observers of Strategic Council meetings will not be members of the Strategic Council and will not be entitled to vote on recommendations or advice considered at Strategic Council meetings.

With the permission of the Chairperson, observers may participate in Strategic Council meetings. The Chairperson may exclude any Observer from all or part of a Strategic Council meeting.

## **MEETINGS**

A Strategic Council meeting will generally be held twice a year, with one meeting to be held at or around the time of any G20 meetings, or International Monetary Fund and World Bank Meetings (i.e. generally in or around April or October each year). Attendance in person at this Strategic Council meeting is encouraged, however a Strategic Council member may attend this meeting via telephone or videoconference rather than in person if necessary. This Strategic Council meeting will generally be scheduled for half a day in length. The second regular meeting of the Strategic Council will take place via telephone or videoconference.

Additional Strategic Council meetings or meetings outside of regular scheduled meeting times may be convened by the Strategic Council or at the request of the Board. These additional Strategic Council meetings will generally be conducted via telephone or videoconference rather than in person.

Strategic Council members and Observers are required to comply with any protocols issued by the Board in connection with the conduct of Strategic Council meetings.

## **CONFIDENTIALITY OF COMPANY INFORMATION**

All attendees at Strategic Council meetings (including Observers) must treat any information and materials provided prior to Strategic Council meetings, and information and materials considered, deliberations, recommendations or decisions made by Strategic Council members during those meetings as confidential. Any disclosure of such material by any members or any Observers of the Strategic Council to a third party may only be made if:

- a. the third party is advised that they must treat such information as confidential and that they must not disclose the information to any other persons; and
- b. the Chairperson of the Board is advised of such disclosure.

## **AGENDA AND MINUTES**

The Chairperson, or a GIH staff member nominated by the Chairperson, will approve the agenda for each meeting, and any Strategic Council member or member of the Board may suggest items for consideration. Briefing materials will be provided to the Strategic Council as far in advance of meetings as practicable.

The Chairperson will nominate a member of the Strategic Council, an Observer or GIH staff member attending the meeting who will keep minutes of the Strategic Council meetings. The

minutes, or relevant extracts from them, will be circulated to Strategic Council members and included in the papers for the next Board meeting held after the relevant Strategic Council meeting.

Meetings of the Strategic Council, and any advice or recommendations provided by the Strategic Council to the Board must be recorded in writing.

## **AUTHORITY**

The Strategic Council has authority to:

- a. provide advice or recommendations to the Board, and/or GIH's officers and management in consultation with Board, on any matters referred to the Strategic Council by the Board or any other matters that the Strategic Council wishes to consider; and
- a. request any information that it requires from the Board and/or from GIH employees (with a copy of the request to also be provided to the GIH Board at the time the request is made to any GIH employee) in order to discharge its duties and responsibilities. The Board has the discretion to provide, or not provide, any such information requested by the Strategic Council.

The Chairperson will be responsible for coordinating requests for information by the Strategic Council and provision of requested information by the Board.

Strategic Council members are to reach consensus on any advice or recommendations to be provided to the Board. The Chairperson does not have a casting vote. All Strategic Council deliberations must be conducted in a respectful manner.

The Strategic Council has an advisory role to assist the Board. It does not have any power or authority to commit or bind GIH, or the Board.

## **COMPLIANCE WITH POLICIES**

Members of the Strategic Council must comply with any GIH policies applicable to the performance of his or her functions, as required by the Board.

## **REPORTING AND COMMUNICATION**

### ***From the Board to the Strategic Council***

Where it will assist the Strategic Council in discharging its duties and responsibilities, the Board may, in its discretion, share minutes of Board meetings and any other Board documents and materials with the Strategic Council.

The Chairperson will also provide updates, as required, to the Strategic Council on Board meetings and discussions which are relevant to Strategic Council deliberations and any advice or recommendations provided by the Strategic Council to the Board.

### ***From the Strategic Council to the Board***

The Chairperson will provide a written and verbal report to the Board following each Strategic Council meeting. In addition, the Strategic Council will provide:

- a. copies of its minutes, or relevant extracts from them, to the Board;
- b. copies of the relevant papers prepared or considered by the Strategic Council in preparing its advice or recommendations; and
- c. such additional reporting as the Board may require.

Copies of written reports provided by the Chairperson to the Board will be circulated to Strategic Council members.

### **REVIEW OF TERMS OF REFERENCE**

The Board will periodically review these terms of reference and may issue amendments to the Strategic Council.

### **CONFLICTS OF INTEREST**

Strategic Council members must declare any fact, matter or circumstance that may represent a conflict of interest, as soon as possible after he or she is made aware of any fact, matter or circumstance that may represent a conflict of interest, while they continue to be a member of the Strategic Council. Declarations of any conflicts of interest are to be in writing and provided through the Chairperson to the Board.

Strategic Council members are not required to declare any fact, matter or circumstance that relates to their position solely as a representative of a G20 country.

The Board may provide advice on the management of any declared conflicts and what constitutes a conflict of interest, and the Strategic Council must comply with this advice.

The conflict of interest obligations of Observers are set out in a separate protocol.