

Strategic Planning, Asset Management and Commercial Operations Subcommittee Charter

1. Role

The Strategic Planning, Asset Management and Commercial Operations Subcommittee (Subcommittee) is a committee of the Alpine Resorts Victoria (ARV) Board established pursuant to section 34 of the Alpine Resorts (Management) Act 1997, to provide advice and make recommendations to the Board on strategic planning, asset management and commercial operations and meeting accountability requirements.

This charter articulates the Subcommittee's role and responsibilities, composition, structure, membership requirements and authority as approved by the Board.

The Board has authorised the Subcommittee, within the scope of their duties and responsibilities set out in this charter, to:

- make decisions and perform the activities required to address its delegated responsibilities;
- make recommendations to the Board on matters that sit outside of the committee's scope of authority;
- require attendance by specified personnel at meetings as appropriate; and
- have access to management, employees and information it considers relevant to its responsibilities under this charter.

2. Context

ARV is committed to providing a sector-wide focus and strategic leadership to the management of Victoria's six alpine resorts, through one organisation, building the economic resilience of the sector, streamlining operations across the resorts where possible and coordinating their response to challenges.

3. Objectives and scope

The Subcommittee is responsible for:

(a) Strategic planning including but not limited to:

- reviewing, monitoring and making recommendations to the Board on the current and future iterations of the Alpine Resorts Strategic Plan and other internal strategic planning processes (including resort master plans)
- assuming a leadership role in supporting alpine communities to adapt to the impacts of climate change and integrate climate change adaptation into decision-making across the business
- ensuring that corporate planning for ARV is consistent with Victoria's Climate Change Strategy to reduce emissions and build resilience to the impacts of climate change including baseline reporting of climate risk

(b) Asset management including but not limited to:

- monitoring the development and progress of major capital projects with particular consideration of key strategic risks
- reviewing, monitoring and making recommendations to the Board on the organisational settings required for effective implementation of asset management processes and programs
- reviewing and approving ARV policies related to property, planning and asset management, and other related functions
- promoting principles and policies for good asset management throughout all stages of the asset lifecycle, including planning, acquisition, operation and maintenance and disposal
- monitoring the alignment of the asset management processes with the Asset Management Accountability Framework parameters to support best practice asset management, and annual self-assessment of asset management maturity.

(c) Commercial operations including but not limited to:

- reviewing, monitoring and making recommendations to the Board about the commercial operations of ARV, including those matters that have operational significance such as reliability, quality of service, customer care and customer satisfaction
- reviewing and monitoring operational risks and key dependencies within business units and with significant impact on the capital budgets, and make recommendations on prioritisation to the Board.

(d) Leasing arrangements including but not limited to:

- determining the planning framework for development across each resort and ensuring that land within resorts is managed in accordance with lease obligations and relevant statutory requirements
- making recommendations to the Board on all applications for new leases on greenfield sites or where the developed footprint is being expanded or reduced
- approving by delegation the renewal of existing leases where the developed footprint is the same, or changes to lease terms in accordance with the Alpine Resorts Planning Scheme, the Alpine Resorts Leasing Policy and board policies
- reviewing and endorsing leases for approval by the Minister and executing leases as required
- providing strategic guidance on matters involving broad scale environmental strategy for biodiversity matters in each resort

In discharging its leasing responsibility, the Subcommittee is committed to reviewing lease applications and renewals in a timely manner to expedite ARV's role in the approval process.

In performing this role, the Subcommittee must also have regard to alpine industry strategies; the Alpine Resorts Leasing Policy 2002/2022; the Alpine Resorts Planning Scheme (the Planning Scheme); statutory requirements under relevant Acts of Parliament; resort master plans, the ARV Corporate Plan and relevant board policies.

(e) Special Projects

The Subcommittee will initiate and supervise the undertaking by management of special projects relevant to the planning and land management function of the Board.

4. Membership

Members of the Subcommittee will be appointed by the Board, with membership to be reviewed at least every three years.

The Chair of the Subcommittee will be appointed by the Board.

The Subcommittee shall comprise a minimum three Board members, one of whom will be the Chair. Subcommittee members must be identified in the Board's annual report.

All members must have and maintain:

- i. basic financial literacy
- ii. reasonable knowledge of ARV's strategic planning, asset management and commercial operations
- iii. integrity, objectivity, accountability, honesty and openness
- iv. a commitment to attending Subcommittee meetings and undertaking associated tasks
- v. relevant industry knowledge
- vi. business experience in the public or private sector

New members will receive relevant information and briefings on their appointment to assist them to meet their Subcommittee responsibilities.

ARV Board directors who are not a member of the Subcommittee may attend and observe the subcommittee meeting in a non-voting capacity.

5. Quorum

A quorum for meetings shall be a majority of members, which is over 50% of Committee representatives.

6. Reporting

Minutes of each Subcommittee meeting shall be circulated to Board Members with the next Board papers. These will be accompanied by a report from the Subcommittee Chair, thereby ensuring appropriate Board oversight of the activities and decisions of the Subcommittee.

7. Meetings and minutes

The Subcommittee should meet every two months or as required to meet the Subcommittee's objectives and to discharge its role and responsibilities effectively.

In accordance with the endorsed calendar of Board meetings, each of the Board subcommittee meetings will be staggered with two occurring one month, and two on the alternate month.

Subcommittee meetings will be scheduled at least several weeks prior to Board meetings to enable subcommittee content and recommendations to be considered for Board endorsement.

ARV will provide appropriate administrative support to the Subcommittee including the recording of the minutes.

Subject to this Charter and any directions by the Board, the Subcommittee may regulate its meetings and proceedings as the Subcommittee members see fit.

Where possible, Subcommittee meetings will be held online via Teams or through other approved means such as teleconferencing or video conferencing.

The Subcommittee may elect to hold in camera meetings as required (without management present).

The Subcommittee may undertake its work out of session by email.

8. Governance

The Subcommittee will regularly review its performance and undertake an annual self-assessment to be reported to the Board.

9. Authority

Pursuant to section 34 of the Act, the Subcommittee is an advisory subcommittee and makes recommendation to the Board.

Pursuant to section 35(1)(a) and 35(2)(b) of the Act, ARV, by instrument, may delegate any of its functions or powers to a committee appointed under section 34. If delegations applying to this Committee are in place, the nature and limits of the delegation will be expressly communicated to the Committee.

In discussion with the Chairperson of the ARV Board, the Subcommittee has the authority to request information it requires from the Board or any ARV employee.

The Subcommittee is authorised to seek independent, professional advice as it considers necessary.

Subcommittee members are responsible for ensuring the efficient and effective operation of the Subcommittee and with support from the Board, for taking appropriate steps to ensure they have the requisite knowledge and training to undertake their role.

The Subcommittee will encourage the development of the highest standards of probity and ethical behaviour in everything ARV does.

10. Conflicts of Interest

Subcommittee members will disclose conflicts of interest at the commencement of each meeting. Where members or invitees are deemed to have an actual, potential or perceived conflict of interest, they will be excused from Subcommittee in a manner consistent with ARV's Conflict of Interest policy.

11. Key related policies and other documents

- Delegations Policy - BP.G.7
- Conflict of interest Policy - BP.G.2
- Risk Management Framework and Policy
- Gifts Benefits and Hospitality Policy - BP.G.5
- Fraud and Corruption Control Policy - BP.G.8
- Risk Management Policy

12. Contact for further info

Individuals who are unsure about the Subcommittee Charter, should ask the Chairperson of the Subcommittee for advice.

13. Regular review of this policy

The ARV Board will review this charter every two years or earlier, if required, to ensure that its work remains consistent with the Board’s strategic objectives and responsibilities, keeps up to date with changes to laws, government policy and guidelines.

14. Authorisation and documents parameters

Document Reference	SC3	Owner:	Board
Approved By:	Board	Approval Date:	11/11/2022
Last Amended:	NA	Next Review Date:	30/09/2024
Comments:	This policy replaces all First Nations and Stakeholder Engagement Sub Committee Charters within all Victorian Alpine Resorts from the date of approval.		