



ENERGY & WATER  
OMBUDSMAN SA

# ENERGY AND WATER OMBUDSMAN (SA) LIMITED

ACN 089 791 604

## Corporate Governance Statement 2026

**This Corporate Governance Statement has been approved by the Board on 29 April 2026 and is reviewed annually.**

The Energy and Water Ombudsman (SA) Limited is a public company limited by guarantee and incorporated under the *Corporations Act 2001 (Cth)*. The Board of Directors are committed to achieving and demonstrating the highest standards of corporate governance. The Company's corporate governance framework adopts, where practicable, the Corporate Governance Principles and Recommendations released by the ASX Corporate Governance Council. The Board continuously reviews the framework and practices to ensure they meet the interests of the Members.

The Board's main responsibilities are the formal administration of the Company, policy matters, oversight of the Scheme's operation and maintaining the independence of the Ombudsman. The Ombudsman/ Chief Executive Officer (CEO) is responsible for the day-to-day operation of the Scheme and the decision maker for the resolution of individual complaints. These roles are complementary and, generally, the Ombudsman attends Board meetings as an observer and an advisor as appropriate.

The Company's main corporate governance practices are set out below.

### 1. The Board of Directors

The Company is governed by a Board whose principal source and rules of governance include:

- the Constitution and Charter;
- the Board Charter;
- Charters of the Board Committees; and
- Board Policy positions.

#### Board Composition

As required by the Company's Constitution, the Board consists of nine directors being:

- two directors elected by Electricity Members, one director elected by Gas Members and one director elected by Water Members ("Industry Directors");
- four persons nominated by the Essential Services Commission (of South Australia) ("the Commission") to represent customers of electricity, gas and water services or public interest groups relevant to such services ("Consumer Directors"); and
- an Independent Chair.

The current directors of the Company are:

- Greg May, Independent Chair;
- Sue Chase AM, Consumer Director;
- Jadyne Harvey, Water Industry Director (SA Water);
- Mark Henley, Consumer Director;
- Patrick Makinson, Electricity Industry Director (SA Power Networks);
- Kay Matthias, Consumer Director;
- Nadia Moffatt OAM, Consumer Director;
- Anthony Sinclair, Electricity Industry Director (AGL); and
- Roxanne Smith, Gas Industry Director (Australian Gas Networks).



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## Corporate Governance Statement 2026

### Board Skills

As far as the structure of the Scheme allows, the appropriate mix and balance of skills available is considered and appropriate checks are undertaken before appointing a person as a Director.

New Directors will be inducted into the Scheme and appropriate professional development opportunities are provided to develop and maintain the skills and knowledge needed to perform their role as Directors effectively.

### Gender Diversity

The Company is committed to gender diversity.

Currently, 44% of the Board of Directors are female. Overall, the workforce comprises 39% female and 61% male.

### Independent Chair

The Directors appoint, with the Commission's approval, a person to be the Independent Chair of the Board for a three-year term. The Independent Chair is eligible for reappointment for a subsequent term, or terms, of three years.

The Independent Chair of any meeting has an ordinary vote but does not have a casting vote on any matter.

Greg May was appointed as Independent Chair for a three-year term from 22 March 2024.

### Written Agreements

The Company has written agreements with each Director setting out the terms of their appointment. These include Deeds of Access and Indemnity, which contain the arrangements which the Company and the Director have made concerning indemnities, insurance, Company records and confidentiality and letters of appointment setting out details of Directors' fees and the Committees on which they may serve.

### Term of Office

The Company's Constitution specifies that the industry Directors may not hold office for more than three years without submitting himself or herself for re-election.

The consumer Directors can hold office for a term of up to three years and they are eligible to be nominated and re-appointed for a further term or terms. However, neither the consumer Directors nor the Independent Chair can serve more than nine consecutive years as a Director, but this is not applicable to Industry directors.

### Board Processes

The Board currently holds six formal meetings per year, with additional meetings called or resolutions in writing passed if necessary, to address any important or urgent business.



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## Corporate Governance Statement 2026

### **Conflict of Interest**

Directors must advise the Board of any personal interest that could potentially conflict with those of the Company.

The potential for conflict of interest is inherent in the structure of the Company and it is accepted that there may be circumstances where a Director needs to abstain from voting on matters they may feel conflicted with.

A Director is not counted in the quorum of a Board meeting considering any contract or proposed contract in which he or she has an interest and is not entitled to vote on the matter. The details are recorded in the minutes of the meeting.

### **Independent Chair and Ombudsman**

The Independent Chair is responsible for leading the Board, ensuring Directors are properly briefed in all matters relevant to their role and responsibilities, facilitating discussions and managing the Board's relationship with the Company's management team.

The Ombudsman is responsible for the day-to-day operation of the Scheme, implementing company strategies and policies and the resolution of individual complaints.

Sandro Canale was first appointed the Ombudsman and CEO in December 2007 and was re-appointed in 2012, 2017 and in 2022 for further terms of five years.

### **Company Secretary**

The Board appoints a Company Secretary for such term and upon such terms and conditions as the Board thinks fit. The appointment of the Company Secretary is formally resolved by the Board in accordance with section 204D of the Corporations Act.

The Company Secretary is accountable to, and reports directly to the Board, through the Independent Chair. The Company Secretary provides independent and objective governance advice to the Directors, who have direct access to and may seek information from the Company Secretary, to assist them in carrying out their duties as Directors.

The Board appointed Jamie Dreckow FCPA, FCA as the Company Secretary on 3 August 2023.

### **Independent Professional Advice**

Directors may obtain independent professional advice at the Company's expense, on matters relevant to the Company's affairs to assist them in carrying out their duties as Directors, subject to providing prior notice to the Chair. A copy of any advice received by a Director may be made available to other members of the Board.

### **Corporate Reporting**

The Ombudsman and the General Manager Corporate and Governance make a financial reporting certification to the Board for each financial year to confirm the integrity of the Company's financial statements, risk management and internal compliance.



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## Corporate Governance Statement 2026

### Board Performance Assessment

The Board reviews its own and its Committees' performance regularly. An external Board Performance Assessment will be conducted every five years, consistent with the Scheme Review, unless the Chair/Board otherwise determines. The last external Board Review was completed in 2022.

## 2. Board Committees

The Company's Constitution provides for the Board to appoint, from time to time, a Designated Committee, comprising an equal number of industry Directors (being Directors nominated by the Members) and consumer directors/the Independent Chair (being Directors appointed from groups representing customers of electricity, gas and water services or representing public interest issues relevant to electricity, gas and water services or directors appointed otherwise than by Members). The Designated Committee will be responsible for formulating business plans and annual funding figures and making recommendations to the Board and may be charged with other responsibilities delegated by the Board.

In addition to the Designated Committee, the Board can establish other committees as appropriate. Members of Committees can be Directors and Officers of the Company and any other persons the Board may select. The Board may delegate any of its powers and/or functions (except powers conferred and duties imposed on the directors by law which are incapable of delegation) to a Committee or an Officer of the Company.

The Board has established Committees as set out below and has approved a formal Charter for each Committee detailing their roles and responsibilities. Other Committees may be established from time to time for specific purposes.

### Finance, Audit & Risk Committee (Designated Committee)

The Finance, Audit & Risk Committee is responsible for oversight of, and advice and recommendations to the Board of Directors on:

1. Financial Management - annual funding figure, budgets and target cash levels;
2. Risk management – operational and strategic risks; and
3. Internal audit function.

The current Members of the Finance, Audit & Risk Committee are:

- Patrick Makinson, Chair;
- Mark Henley;
- Nadia Moffatt OAM; and
- Roxanne Smith.

The Independent Chair and Ombudsman/CEO may be invited to Committee meetings as observers.

### Remuneration and Executive Review Committee

The Remuneration and Executive Review Committee assists the Board in reviewing the remuneration of the Independent Chair, of the Directors and of the Ombudsman/CEO and the performance appraisals of the Ombudsman/CEO, the Company Secretary and the Independent Chair and to select an Independent Chair as required.



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OMBUDSMAN SA

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## Corporate Governance Statement 2026

The current members of the Remuneration and Executive Review Committee are:

- Anthony Sinclair, Chair;
- Sue Chase AM;
- Jadyne Harvey; and
- Kay Matthias.

The Independent Chair and Ombudsman/CEO may be invited to Committee meetings as observers.

### 3. Conduct and Ethics

#### Code of Conduct

The Board has adopted a code of conduct that details the conduct and behaviour it expects from Board members and employees in the performance of their duties. Board members and employees are expected to perform their duties with professionalism, efficiency, fairness, impartiality, honesty and sensitivity.

### 4. Risk Management

#### Risk Management Plan

The Company has a Risk Management Plan to assist in achieving its risk management objectives – to ensure protection against financial loss, to ensure legal and regulatory obligations are satisfied and that business opportunities and risks are identified and properly managed and appropriately monitored by the Board. However, the Board recognises that no cost-effective internal control framework will preclude all errors and irregularities.

The Senior Management Team assists the Board and the Finance, Audit & Risk Committee in ensuring compliance with internal controls and risk management plans by regularly reviewing the effectiveness of the compliance and control systems and by regularly reporting to the Board and the Finance, Audit & Risk Committee.

### 5. Communication with Members and the holding of General Meetings

The Board encourages full participation of Members at General Meetings to ensure high level of accountability and identification with the Company's strategy and goals. Important issues are presented to the Members as single resolutions. Proxy and appointment of corporate representative forms are issued to all eligible Members with the notice of General Meetings.

Members are required to vote on the Annual Funding Figure for the Company, the aggregate remuneration of Directors and changes to the Company's Constitution. A copy of the Constitution is available to any member who requests it from the Company Secretary and on the Company's website [www.ewosa.com.au](http://www.ewosa.com.au).

Other means of communication with members include:

- the Annual Report, which is available to all Members and on the Company's website;
- the Financial Report which is posted to all Members; and
- stakeholder meetings with the Ombudsman and regular meetings with the operational staff at the operational levels.

Feedback from members is also regularly sought through various surveys and informal feedback.