

Technical, Markets & Systems Committee Charter

Prepared by	Group Company Secretary
Document ref	Technical, Markets & Systems Committee
Effective date	20 June 2025

Version Release History

Version	Charter custodian	Approved by	Approved date	Next review due
# 02	Group Company Secretary	AEMO Board	20-Jun 2025	20-Jun-2027
# 01	Company Secretary	AEMO Board	4-Aug-2022	4-Aug-2024

Contents

1	Role of the Committee	3
2	Authority	3
3	Membership	4
3.1	Committee Chair	4
3.2	Deputy Committee Chair	4
3.3	Committee Members	4
3.4	Conflict of Interest	4
3.5	Committee Secretary	5
4	Responsibilities and Duties	5
4.1	Technical Publications	5
4.2	Information Technology (IT), Operations Technology (OT) Strategy, Cyber & Artificial Intelligence	5
4.3	Operational preparedness and strategic operational oversight	5
4.4	Emergency management and Disaster Recovery Strategy	6
4.5	Reform and Regulatory Matters	6
4.6	Other matters	6
5	Meetings	6
5.1	Attendance	6
5.2	Agenda	7
5.3	Minutes	7
5.4	Reporting	7
6	Review	7
7	Definitions	8
	Annexure 1 – Delegations to the Committee	9

1 Role of the Committee

- a) The Technical, Markets & Systems Committee (Committee) is a committee of the AEMO Board of Directors (Board) and established pursuant to clause 8.8 of the AEMO Constitution. The Committee is accountable to the Board for its performance.
- b) The role of the Committee is to support and advise the Board in the discharge of its corporate governance and oversight responsibilities, and to exercise due care, diligence and skill, in relation to:
 - i. technical matters, including information technology (IT) strategy and programs, Energy Systems, Energy Markets, technical publications, key industry developments, cyber preparedness, artificial intelligence and emergency preparedness;
 - ii. reform and regulatory matters;
 - iii. emerging and future technologies;
 - iv. general technical issues significantly impacting the security, stability and reliability of Australia's energy system and efficiency and effectiveness of the market; and
 - v. AEMO's capability to support the energy transition in Australia and the interrelationship of the above matters.
- c) This Charter describes the role, structure, responsibilities and membership of the Technical, Markets & Systems Committee.

2 Authority

- a) Except where stated to the contrary, the responsibility for, and the power to make, decisions with respect to the matters set out in this Charter remains with the Board. The Board, pursuant to clause 8.8 of the AEMO Constitution, has by written delegation delegated a number of its powers to the Committee. These delegations are captured in Annexure 1 to this Committee Charter. Issues requiring approval where the Committee does not have such authority to approve will be referred to the Board with the Committee's recommendation.
- b) The Board has authorised the Committee, within the scope of responsibilities and duties set out in this Charter to:
 - i. perform the activities required to address its responsibilities and duties including approving matters within its delegated authority and make recommendations to the Board;
 - ii. subject to meeting protocol:
 - require the attendance of any company manager or staff member at meetings, as appropriate; and
 - have unrestricted access to management, employees and information it considers relevant to its responsibilities under this Charter.
 - iii. obtain outside legal or other independent professional advice and secure the attendance of experts with relevant experience.

3 Membership

3.1 Committee Chair

- a) The Board Chair is responsible for nominating the Committee Chair for approval by the Board.
- b) The Committee Chair must not be the Chair of the Board.
- c) The Committee Chair is responsible for leading and ensuring the effective operation of the Committee, fostering an open, inclusive environment, and ensuring adequate time is dedicated to the discussion of matters. The Committee Chair has specific responsibility to:
 - i. act as the primary liaison between the Board and any other Board Committees; and
 - ii. communicate with the Board Chair and relevant Management to ensure quality of reporting and that the Committee has the information necessary to facilitate informed consideration of issues and decision-making.
- d) The Committee Chair is not entitled to a second or casting vote.

3.2 Deputy Committee Chair

- a) Should the Committee Chair be absent from a meeting or unable to vote on a particular matter, the Deputy Chair will act as the Chair for that particular meeting or item. The Role of the Deputy Committee Chair is to assist the Committee Chair and assume the role of the Committee Chair if the Committee Chair is unavailable or conflicted.
- b) The Board Chair is responsible for nominating the Deputy Committee Chair for approval by the Board.
- c) Should both the Committee Chair and Deputy Committee Chair be absent from a meeting, the Committee members present must appoint a Chair for that particular meeting.

3.3 Committee Members

- a) The Board Chair is responsible for nominating Committee Members for approval by the Board. The Committee will be composed of all Directors on the Board.
- b) Committee Members are expected to discharge their roles in accordance with the requirements set out in Section 4 of the Board Charter (Role of Individual Directors).
- c) The Committee may invite attendance from:
 - i. independent advisors; and
 - ii. any other persons considered appropriate to attend meetings of the Committee.
- d) The Company is responsible for providing new Committee Members with an appropriate induction program and educational opportunities, and the full Committee with educational resources relating to technical, markets and systems topics pertinent to the Committee, and other resources, as reasonable and requested by the Committee.
- e) Any Committee Member may, with approval of the Committee Chair, and at the Company's expense, attend seminars and training courses on issues relating to the functions and responsibilities of the Committee.

3.4 Conflict of Interest

- a) It is the responsibility of a Committee Member to disclose any actual, potential or perceived conflict of interest to the Committee Chair who will decide whether a Committee Member be restricted from the meeting materials

and/or meeting deliberations for a particular matter. A register of interests will be maintained by the Committee Secretary to demonstrate transparency and as a safeguard against conflicts of interest.

3.5 Committee Secretary

- a) The Group Company Secretary or their designate is the Committee Secretary.

4 Responsibilities and Duties

The responsibilities and duties of the Committee are:

4.1 Technical Publications

- a) Provide input to the strategic direction of AEMO's technical publications, such as:
 - i. The Electricity and Gas Statements of Opportunities (NEM and WEM);
 - ii. The Integrated System Plan; and
 - iii. Other major regular or ad-hoc publications.
- b) Review and provide input into the key messages in required publications.
- c) Review external stakeholder feedback on AEMO's technical publications.

4.2 Information Technology (IT), Operations Technology (OT) Strategy, Cyber & Artificial Intelligence

- a) Review and provide input into development of IT and OT strategic plans.
- b) Monitor progress against IT and OT strategic plans.
- c) Review and provide input into strategic IT and OT projects.
- d) Review and monitor IT and OT system approach for major projects and reforms.
- e) Review and monitor cyber security and resilience.
- f) Review the use of Artificial Intelligence across AEMO operations.

4.3 Operational preparedness and strategic operational oversight

- a) Review significant operational and market incidents, assess the demonstrated performance of AEMO in the management of these incidents.
- b) Discuss and provide input on key industry developments such as regulatory and market developments needed to respond to energy transition or key industry reforms such as major high-risk programmes.
- c) Review and consider AEMO's transition planning strategy incorporating policy, planning and operational activities across operational and strategic horizons and review its positioning to carry out its current and future operational roles and functions.
- d) Consider AEMO's management of system security and performance of the system, operational resilience and management / mitigations of key risks to system operability.
- e) Review AEMO's R&D/research priorities and strategic innovation initiatives.

4.4 Emergency management and Disaster Recovery Strategy

- a) Monitor to ensure that appropriate policies and principles applicable to emergency management are developed and maintained for both gas and electricity operations.
- b) Monitor AEMO's implementation of improvements to emergency management processes and policies.
- c) Review outcomes and AEMO and industry performance during exercises and actual emergencies.
- d) Review AEMO's Disaster Recovery strategy and procedures.

4.5 Reform and Regulatory Matters

- a) Monitor the regulatory environment in which AEMO operates to identify regulatory developments that may impact on AEMO and the markets it operates.
- b) Review AEMO's analysis and approach to key regulatory changes and reviews by regulatory bodies.
- c) Monitor international trends and reviews of energy market policy and regulations that may be relevant to AEMO's operations.
- d) Provide input into key areas of reform.

4.6 Other matters

- a) Review the audits on AEMO's gas safety case.
- b) Review performance against its safety accreditation, safety compliance and operational compliance generally.
- c) Review strategy and approaches of key technical management matters, e.g. new technical standards.
- d) Consider progress and outcomes of major operational projects and implications for addressing key operational risks.
- e) The Committee will examine any other matters referred to it by the Board. The Committee will also receive and provide reports and referrals from and to any other Board Committee on matters that the respective Chairs of those committees consider to be appropriate.

5 Meetings

- a) The Committee Chair, the Board Chair, or any other Committee Member may call a meeting of the Committee.
- b) The Committee Chair may waive the five business days' notice period if agreed by all Committee Members.

5.1 Attendance

- a) The Committee must meet at least four times per year. If a Committee Member is unable to be physically present they may participate by video or tele-conference.
- b) Three (3) Committee Members constitute a quorum.
- c) A standing invitation shall be issued to:
 - i. the Chief Executive Officer;
 - ii. the EGM Operations;
 - iii. the EGM Policy & Corporate Affairs;
 - iv. the EGM System Design; and

- v. the EGM Western Australia & Strategy.

5.2 Agenda

- a) A notice of each meeting, with relevant supporting agenda papers, confirming the date, time and venue is to be forwarded to each Committee Member at least five (5) business days before each meeting.

5.3 Minutes

- a) The Committee Secretary or delegate must prepare the minutes of Committee meetings on a timely basis.
- b) After the Committee Chair has given preliminary approval, draft minutes are to be circulated to all Committee Members.
- c) The minutes of meetings must be confirmed and signed at the next Committee meeting.
- d) Committee minutes will be reported to the Board for noting.

5.4 Reporting

- a) In addition to providing the Board with a copy of the agenda, committee papers and minutes of its meetings, the Committee will ensure that:
 - i. the Committee Chair reports to the Board on Committee meetings, regarding all relevant matters and recommendations, for noting or approval by the Board; and
 - ii. the Committee addresses any other reporting responsibilities.

6 Review

- a) This Charter is owned and updated by the AEMO Board. The Committee is authorised by the Board to make minor amendments to this Charter as required.
- b) To ensure that the Committee is fulfilling its duties to the Board, the Committee will:
 - i. review, at least biennially, the Committee Charter and recommend to the Board any appropriate amendments for approval;
 - ii. develop and review an annual Committee workplan; and
 - iii. conduct an annual assessment of its performance against its Charter responsibilities and duties and provide a report of findings to the Board.

7 Definitions

The following words have the below meaning when used in this Charter.

Term	Definition
AEMO	Australian Energy Market Operator Limited and includes its subsidiaries
Board	The Directors of AEMO
Chair	A Director appointed to the role of Board Chair
Charter	An AEMO Board approved document outlining the role and responsibilities of the AEMO Board or one of its approved committees
Committee	An approved committee of the AEMO Board that has its role and responsibilities defined within an approved Committee Charter, comprising a Committee Chair and a number of appointed Committee Members
Committee Chair	A Director appointed to the role of Committee Chair by the Board
Committee Member	A Director appointed to the role of Committee Member by the Board
Deputy Committee Chair	A Director appointed to the role of Deputy Committee Chair by the Board
Director	A person holding office as a director of Australian Energy Market Operator Limited
Group Company Secretary	An officer appointed to the role of Company Secretary by the Board. The Group Company Secretary or their designate fulfils the role of Committee Secretary.

Annexure 1 – Delegations to the Committee

Table 1 - Listing of current Technical, Markets & Systems Committee Board delegations

Nature of Delegation	Date of AEMO Board approval