

PEOPLE & CULTURE COMMITTEE CHARTER

COMPOSITION

The People & Culture Committee is a sub-committee of the Board. It comprises three non-executive directors appointed by the Board. In addition, the Board may approve the appointment of an external party as a fourth member of the Committee.

The Chief Executive Officer, Head of People & Culture and Company Secretary also attend its meetings. Relevant Directors and other management, together with independent specialists who are not Directors but whose expertise or input is relevant to the operation of the Committee, may attend by invitation. No-one who is not a member of the Committee may vote.

The Chairman is a non-executive Director other than the Chairman of the Board, and is appointed by the Board. The quorum for holding a meeting of the Committee is two non-executive Directors. Members are appointed by the Board of Directors for such term(s) as the Board determines.

The Committee generally meets three times per annum at appropriate times in the planning cycle.

ROLE

The primary responsibilities of the People & Culture Committee are to assist the Board in its governance role of ensuring that the organisation operates effectively, efficiently, ethically and legally by monitoring and/or assessing:

- the appropriateness of Company remuneration policies and practices and of changes proposed to them by Management;
- the degree of compliance with statutory and regulatory requirements and reasonable community expectations, with particular emphasis on Work Health & Safety requirements and the review of actions proposed by Management in relation to health and safety prior to making recommendations to the Board; and
- progress against the organisation's strategy to develop a high performing organisation.

REPORTING

The Committee is accountable to the Board of Directors. The Chairman of the Committee reports to the Board Meeting following each meeting of the Committee on the matters discussed and makes any recommendations to the Board which have been agreed by the Committee. Detailed minutes of each meeting are provided to the Board for review.

While the Committee is required to make recommendations on various matters to the Board, it does not have the authority to commit the Board or management to the implementation of any of its recommendations except where such authority is specifically delegated to it by the Board.

OPERATING PROCEDURES

In discharging its responsibilities the Committee meets on a regular basis to consider various matters relevant to its role. These include but are not limited to:

- reviewing and make recommendations to the Board on Work Health & Safety matters;
- reviewing and make recommendations to the Board on proposed changes to the Company's remuneration policies and procedures;
- reviewing and make recommendations to the Board on salary packaging arrangements in the context of the Company's concessional taxation environment and contemporary market practice;

- reviewing from time to time and make recommendations to the Board on the organisation's default superannuation fund and the fund's benefits , having regard to the prevailing regulatory environment, market trends and staff preferences;
- reviewing and make recommendations to the Board on proposals by management in relation to parameters to be applied to enterprise bargaining negotiations.
- considering the general parameters for example performance, equity, salary benchmarks for each role, to be applied to the implementation of remuneration reviews.
- reviewing and agreeing the remuneration range for salaried staff, taking into consideration the external economic factors, performance of the organisation and movements in labour markets.

Other Matters

The Board may require the Committee to examine specific issues which are outside its normal terms of reference. The Committee may also identify specific issues and recommend to the Board that it be authorised to consider them.