

## Nomination, Remuneration & Succession Committee

### Charter

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# Mission Australia

## Nomination, Remuneration and Succession Committee

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## 1 Purpose and Objectives

### 1.1 Purpose

The Nomination, Remuneration and Succession Committee (**Committee**) is appointed by the Board of Directors (**Board**) to assist the Board in discharging its corporate governance responsibilities under Section 5 of the Board Charter.

### 1.2 Objectives

The Committee will review the composition of the Board with the objectives that the Board is composed of Directors who have the skills and experience to fulfil their obligations as directors of Mission Australia with diligence and judgment. It will also make recommendations to the Board about appropriate executive succession and remuneration policies and practices to promote Mission Australia's purpose and values and encourage appropriate risk management.

### 1.3 Teamwork, Relationships and Skills

In performing its duties, the Committee will maintain effective working relationships with the Board of Directors and management. To perform his or her role effectively, each Committee member must develop and maintain his or her skills and knowledge, including an understanding of the committee's responsibilities and of Mission Australia's business operations and risks.

## 2 Roles and Responsibilities

The Committee has the following roles and responsibilities:

### 2.1 Board of Directors

- Make recommendations to the Board regarding Board size and composition;
- Review Board membership criteria taking into account skills and competencies needed for the Board and its Committees;
- Develop a plan for identifying, assessing and enhancing Director competencies for consideration by the Board;
- Develop and maintain a Board succession plan for consideration by the Board;
- Oversee a professional and objective search process for new Directors;
- Establish an induction process for new directors;
- Monitor whether directors are keeping up to date with developments in areas of relevance to Mission Australia's activities;
- Set out for Board approval a process by which the performance of the Board of Directors is evaluated, and the effectiveness of the Board program and meetings is reviewed;
- Annually review this Charter;

- Review the Directors' statement and corporate governance statement in the annual report, and the related party transactions disclosure in the financial statements, and make recommendations to the Board, and;
- Deal with any other matter as may be delegated by Mission Australia Board from time to time or as determined in the Committee's annual work plan.

## **2.2 Chief Executive Officer (CEO)**

- Review and recommend to the Board the criteria for CEO recruitment and oversee the recruitment process;
- Review and recommend to the Board the CEO remuneration package including terms of employment, fringe benefits, packaging options, performance pay and incentives regimes;
- Review and recommend to the Board performance measures and criteria for the CEO;
- Facilitate review by the Board of the CEO's performance;
- Review and make recommendations on any termination payments; and
- Develop and review CEO succession plans, for consideration by the Board.

## **2.3 Senior Executives**

- Approve the appointment and removal of the National Chaplain and the Company Secretary, as well as ratifying appointment and removal of executives who report directly to the Chief Executive;
- Approve individual remuneration levels for executives who report directly to the Chief Executive and any other person the Board determines and monitor the performance of such executives;
- Review and make recommendations to the Board on senior executive contract terms and remuneration packaging arrangements (including Key Performance Incentive payments);
- Review performance measures and criteria;
- Review and make recommendations on any termination payments; and
- Review and monitor senior executive and senior leader's talent development and succession plans.

## **2.4 General Employees**

- Review and recommend for Board approval Mission Australia's Code of Conduct; and
- Monitor the adequacy and effectiveness of Mission Australia's Equal Employment Opportunity and Anti-discrimination Policies, namely the Good Working Relationship Policy.

## **2.5 Authority**

The Committee is authorised by the Mission Australia Board to:

- Investigate any matter within its area of responsibility and, in so doing, seek information from any Director, officer or employee of Mission Australia;

- The Committee is authorised with prior approval of the Board Chair or the Chair of this Committee where the Board Chair is conflicted to obtain independent external professional advice at Mission Australia's expense and to consult external parties with relevant experience and expertise if it considers it necessary; and
- Except as specifically set out in this Charter or in a Board approved policy, the Committee has no delegated authority to approve matters referred to it, nor does it have any executive power to implement its recommendations or findings.

### **3 Organisation**

#### **3.1 Membership**

- The Chairman of the Board of Directors will nominate the Committee members and the Chair of the Committee;
- The Committee will comprise of a minimum of 3 members and all members will be independent non-executive directors of Mission Australia;
- Members will be appointed for a 3 years term of office;
- Membership of the Committee expires if the relevant person ceases to be a Mission Australia Director; and
- Any Mission Australia Director may at any time attend a Committee meeting but will not be entitled to vote.

#### **3.2 Quorum**

- A quorum shall consist of two Committee members.

#### **3.3 Committee Secretary**

- The Secretary of the Committee will be the Company Secretary (or his/her delegate), or such other person as nominated by the Board.

#### **3.4 Meetings**

- Only Committee members and Board members are entitled to attend meetings. The Committee may invite other persons to its meetings as it considers necessary;
- The Committee shall hold at least two meetings per year and such additional meetings as the Chair of the Committee shall decide in order to fulfil its duties;
- The Committee Secretary will circulate the agenda and supporting documentation to the Committee members within a reasonable time but at least 5 days before each meeting unless otherwise agreed by all Committee members;
- An alternate member may be elected amongst the Board members to attend the Committee meetings in the absence of one of the members;

- Members of the Committee must immediately inform the Board of any conflicts which may arise in the performance of their duties or in relation to member's associates or the company, its officers, or third parties; and
- The Secretary or delegate must prepare the minutes of the Committee meeting within a reasonable time. After the Committee Chair has given preliminary approval, the draft minutes are circulated to all Committee members and made available to Directors of the Board.

### **3.5 Reporting Responsibilities**

- Regularly update the Board about Committee activities and make appropriate recommendations regarding human resources, remuneration and nomination issues; and
- Prepare any reports required by law or requested by the Board.

## **4 Report to the Board**

- The Committee Chair will verbally brief the Board at each Board meeting following Committee meetings in respect of matters discussed at the Committee meetings; and
- The Committee will participate in any evaluation of Board or Committee performance, as required by the Board.