

People, Culture and & Remuneration Committee

Charter

Applicable to:	All Mission Australia entities
Authorised by:	Mission Australia Board
Approved date:	Aug 2012; April 2019; September 2020; June 2021; June 2022
Review Date	June 2022 PCRC approved May 2023, Board approved June 2023
Policy owner:	Company Secretary
Document version:	PCRC approved May 2022; Board approved June 2022

1 Purpose and Objectives

1.1 Purpose

The People, Culture & Remuneration Committee (**Committee**) is appointed by the Board of Directors (**Board**) to assist the Board in discharging its corporate governance responsibilities under the Board Charter in respect of Mission Australia's people (employees, student placements, contractors and volunteers), Board nomination and executive remuneration in a manner consistent with Mission Australia's Founding Purpose.

1.2 Objectives

The Committee will review the composition and performance of the Board to ensure that the Board has Directors with the skills and experience to fulfil its leadership and governance responsibilities with diligence and judgment.

It will also review and make recommendations to the Board about relevant people policies, practices and outcomes, culture and engagement, in order to:

- promote Mission Australia's Founding Purpose, mission and values;
- enable delivery of Mission Australia's strategy; and
- appropriately manage risk.

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 and review a Board skills matrix for identifying Director competencies and current and future Board skills and experience requirements, 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 and members of Board Committees;
- Oversee the development of a suitable induction process for new Directors; and
- Recommend to the Board a process for Board and Director performance evaluation.

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 as appropriate;
- 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 retention strategies or termination payments; and
- Develop and review CEO training and development, and succession plans, for consideration by the Board.

2.3 Senior Executives

- Approve the appointment and removal of the *Executive Chaplain and Pastoral Care* and the *Company Secretary*;
- Approve individual remuneration levels for executives who report directly to the Chief Executive and any other person the Board determines, and review the appointment and 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 and recommend to the Board performance measures and criteria;
- Review and make recommendations on any retention strategies and executive termination payments; and
- Review and monitor senior executive and senior leader's talent development and succession plans.

2.4 People Policies and Practices

- Review and recommend for Board approval Mission Australia's Code of Conduct, and other people policies as appropriate;
- Monitor the adequacy and effectiveness of relevant Mission Australia policies, including Equal Employment Opportunity and Anti-discrimination Policies, the Good Working Relationship Policy, and the Diversity & Inclusion Policy;
- Review Mission Australia's activities and progress in relation to Leadership Training & Development, Diversity and Inclusion, Talent Management and Succession, and other people-related matters; and
- Review annually Mission Australia's WGEA and other reports.

2.5 Culture and Engagement

- Review Mission Australia's progress in fostering strong organisational engagement and a positive, values-based, inclusive culture.
- Monitor annual engagement and culture survey results and related initiatives.

2.6 Other

- Deal with any other matter:
 - as delegated by the Board from time to time; or
 - as determined in the Committee's annual work plan as required to achieve the objectives of the Committee.

2.7 Authority

- 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 Board of Directors will appoint the Committee members and the Chair of the Committee;
- The Committee will comprise a minimum of three members and all members will be independent non-executive directors of Mission Australia;
- Members will be appointed for a three-year 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;
- In the absence of one of the Committee members, an alternate member may be nominated by the Committee Chair or the Board Chairman and appointed to the Committee for the duration of the absence 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 Committee meetings 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.

4 Reporting Responsibilities

4.1 Reporting to Board

- The Committee Chair will brief the Board at each Board meeting following Committee meetings, regarding matters discussed at those meetings.

4.2 Recommendations to Board

- The Committee will make recommendations to the Board regarding Board composition, and relevant people policies and practices, culture and engagement - including CEO and

executive remuneration and succession, and other relevant matters.

5 Evaluation of Committee or Board Performance

The Committee will participate in any evaluation of Board or Committee performance, as required by the Board.

6 Review of Charter

The Committee will review this Charter on a biennial basis and make recommendations to the Board on proposed amendments.