



# People, Culture & Remuneration Committee Terms of Reference

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| <b>Title:</b>                 | People, Culture & Remuneration<br>Committee Terms of Reference                        |
| <b>Approved by:</b>           | QCN Fibre Board   |
| <b>Responsible lead:</b>      | Chief Executive   |
| <b>Audience:</b>              | All QCN Fibre   |
| <b>Brief description:</b>     | Sets out the key functions, composition and<br>meeting requirements of the Committee. |
| <b>Periodicity of review:</b> | Annually  |
| <b>Approved:</b>              | August 2019   |

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## 1 Role

The People, Culture and Remuneration Committee (the **Committee**) is established to assist the QCN Fibre Board (the **Board**), in fulfilling its corporate governance responsibilities by reviewing and reporting on organisational design, culture, workplace health and safety, and frameworks relating to employee remuneration and performance and employee relations.

## 2 Authority

The Board authorises the Committee, within the scope of its responsibilities to:

- examine any matter in relation to its responsibilities as it sees fit or as requested by the Board
- engage external resources if necessary to obtain independent advice in relation to Committee matters
- have access to all levels of management and seek information from any employee of QCN Fibre (and all employees must co-operate with any request made by the Committee) in order to carry out the Committee's functions.

## 3 Functions

The role of the Committee is to review and make recommendations to the Board on:

- compliance with relevant legislation relating to human resources
- the framework for remuneration and performance reviews
- changes to the performance management framework for employees, contract staff and the chief and other executives;
- annual review outcomes, including annual consideration of incentive payments for eligible staff, and incentive payments and remuneration increases for the chief and other executives;
- remuneration policies and remuneration structure and arrangements for employees and the chief and other executives;
- business resource requirements and organisation structure;
- staff engagement levels, learning and development practices and organisational culture;
- succession planning at executive level and business critical roles;
- organisational level demographic information, including diversity related trends and any initiatives or objectives to be implemented;
- workplace health and safety policies and practices; and
- the parameters to be used by management in negotiation of Enterprise Agreements as well as any proposed Enterprise Agreements.

In order to fulfil its duties, the Committee may ask management, and/or engage consultants, to undertake research and provide submissions in relation to its functions.

## 4 Membership and Meetings

### 4.1 Appointment

The Committee is appointed by the Board and will comprise three Board members with the Committee Chair also determined by the Board. Board members who are not members of the Committee may attend meetings of the Committee. A quorum will be a minimum of two Committee members for meeting and decision making purposes.

At least every two years, the Committee will review its membership, and having considered the length of service of the members, the development of Director skills and any other relevant considerations, recommend to the Board the preferred ongoing membership of the Committee.

A member may resign by signed notice given to the Committee Chair who will advise the Board. Alternatively, a member may resign directly to the Chair of the Board.

## 4.2 Secretarial

The QCN Fibre Company Secretary (or delegate) shall be the Committee Secretary and circulate the agenda supported by explanatory documents to the Committee members prior to each meeting.

The Secretary will also be responsible for recording and keeping the minutes of the Committee, and circulating them to Committee members, with those minutes to be tabled and confirmed at the next Committee meeting as well as the timely tabling of all correspondence, reports and other information relevant to the Committee's activities and operations.

## 4.3 Attendance

The Chief Executive shall have a standing invitation to attend all Committee meetings. Other staff may be requested to attend Committee meetings to discuss or report on particular agenda items.

The Committee may determine from time to time, that it is appropriate to conduct meetings privately. The Committee may decide to exclude some or all non-committee members from any meeting or part of a meeting.

## 4.4 Frequency

The Committee shall meet at least twice each year, and may meet more frequently as necessary. Committee papers, approved by the Chief Executive, are to be circulated to Committee members at least five business days before each Committee meeting.

Additional meetings may be convened by any member giving reasonable notice to every other members. The Committee Chair will determine and approve the agenda for any additional meetings called.

## 4.5 Use of Technology

A Committee meeting may be convened using any technology, such as video or telephone conference. A Committee member is considered present for a meeting whether in person or through the use of technology.

## 4.6 Out-of-Session Recommendations

At the discretion of the Committee Chair, recommendations may be made without a Committee meeting. Separate copies of a document may be used for approvals by members.

# 5 Reporting and Self-Assessment

The Committee is accountable to the Board and will report on its meetings to the Board with recommendations of the Committee to be referred to the Board for approval.

As soon as practicable after the end of the financial year, the Committee shall provide to the Board, a summary of its activities in relation to the functions of the Committee (refer Appendix A), meetings held and attendance at meetings by Committee members.

The Committee will also review the Terms of Reference annually.

## Appendix A: Matrix to Monitor Progress Against Achievement of Functions of the People, Culture & Remuneration Committee

| FUNCTIONS  | Meeting 1      | Meeting 2      |
|--|----------------|----------------|
| <b>PERFORMANCE MANAGEMENT AND REMUNERATION</b>   |                | X <sup>1</sup> |
| ▪ Performance management framework including for the chief and other executives                  |                |                |
| ▪ Incentive payments including performance pay and gainsharing recommendations                   | X <sup>1</sup> | X <sup>1</sup> |
| ▪ Annual contract review recommendations including for the chief and other executives            | X <sup>1</sup> | X <sup>1</sup> |
| ▪ Remuneration policies, practices and arrangements including for the chief and other executives | X              |                |
| <b>ORGANISATION AND STAFF</b>  |                |                |
| ▪ Management level organisational structure and business resource requirements                   | X <sup>1</sup> |                |
| ▪ Succession planning for executives and business critical roles                                 |                | X              |
| ▪ Staff engagement levels and culture  | X              | X              |
| ▪ Learning and development practices   |                | X              |
| ▪ Organisational level demographic information including diversity                               | X <sup>1</sup> |                |
| <b>ENTERPRISE AGREEMENT</b>  |                |                |
| ▪ Enterprise Agreement conditions and recommendations  | X <sup>1</sup> | X <sup>1</sup> |
| <b>WORKPLACE HEALTH AND SAFETY</b>   |                |                |
| ▪ Workplace health and safety performance  | X              | X              |
| <b>REPORTING</b>   |                |                |
| ▪ People, Culture and Remuneration Committee membership  | X <sup>1</sup> |                |
| ▪ Annual report to Board on activities including self-assessment of Committee                    |                | X <sup>1</sup> |
| ▪ Review of Terms of Reference   | X <sup>1</sup> |                |
| ▪ Workplace Health and Safety matters  |                | X <sup>1</sup> |

<sup>1</sup> Memorandum to be submitted to Board meeting following Committee decision (if required)